

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
SEQUENTIAL BRANDS GROUP, INC., <i>et</i>	:	Case No. 21-11194 (JTD)
<i>al.</i> ,	:	
	:	Jointly Administered
Debtors. ¹	:	
	:	Objection Deadline: December 21, 2021 at 4:00 p.m. (ET)
	:	Hearing Date: To be scheduled if necessary

**SUMMARY OF SECOND MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD FROM OCTOBER 1, 2021
THROUGH AND INCLUDING OCTOBER 31, 2020**

Names of Applicant:	Gibson, Dunn & Crutcher LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective as of August 31, 2021 by order signed on or about October 4, 2021
Period for which compensation and reimbursement is sought:	October 1, 2021 through and including October 31, 2021
Amount of Compensation sought as actual, reasonable and necessary:	\$801,016.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary	\$34,781.94
This is an/a: <input type="checkbox"/> interim <input type="checkbox"/> final application <input checked="" type="checkbox"/> monthly	
This application includes 8.5 hours and \$9,240 in fees incurred in connection with the preparation of Fee Applications.	
Prior Applications:	One – First Monthly Fee Application

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, St. #249, New York, NY 10016.



SECOND MONTHLY COMPENSATION BY INDIVIDUAL²

Name of Professional	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2021 Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Greenberg, Scott J.	Partner since 2019. Joined the firm as a partner in 2019. Member of NY bar since 2003. Practice Area: Business Restructuring & Reorganization	1695	21.8	\$36,951.00
Kirsch, Mark A.	Partner since 2009. Joined the firm as a Partner in 2009. Member of the NY bar since 1988. Practice Area: Securities Litigation	1605	0.3	\$481.50
Sorabella, William B.	Partner since 2019. Joined the firm as a partner in 2019. Member of NY bar since 2001. Practice Area: Mergers & Acquisitions	1635	10.2	\$16,677.00
Brody, Joshua K.	Partner since 2020. Joined the firm as a partner in 2020. Member of NY bar since 2003. Practice Area: Business Restructuring & Reorganization	1500	93.0	\$139,500.00
Wise, J. Eric	Partner since 2008. Joined the firm as a partner in 2008. Member of NY bar since 1999.	1430	2.8	\$4,004.00

²

The chart titled "Second Monthly Compensation by Individual" includes all time billed under both the Bankruptcy Matter (90887-00022) and the SEC D&O Matter (90887-00016).

Name of Professional	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2021 Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
	Practice Area: Business Restructuring & Reorganization			
Kennedy, David H.		1370	1.2	\$1,644.00
Maloney, Mary Beth	Partner since 2019. Joined the firm as an associate in 2008. Member of CA bar since 2008; NY bar since 2014. Practice Area: Litigation, General	1325	38.5	\$51,012.5
Arnold, Dennis B.	Partner since 1988. Joined the firm as a Partner in 1988. Member of the California Bar since 1976. Practice Area: Real Estate	1300	0.7	\$910.00
Kelsey, Matthew K.	Partner since 2013. Joined the firm as an associate in 2008. Member of NY bar since 2004. Practice Area: Business Restructuring & Reorganization	1285	5.4	\$6,939.00
Loseman, Monica K.	Partner since 2012. Joined the firm as an associate in 2002. Member of CO bar since 2002; CA bar since 2016. Practice Area: Litigation, Securities	1265	11.5	\$14,547.50
Voskanyan, Lilit	Partner since 2021. Joined the firm as a partner in 2021. Member of CA bar since 2013; NY bar since 2009. Practice Area: Private Equity Firm	1220	13.0	\$15,860.00
Neumeister, Michael S.	Partner since 2021. Joined the firm as an associate in 2016.	1160	16.8	\$19,488.00

Name of Professional	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2021 Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
	Member of CA bar since 2010. Practice Area: Business Restructuring & Reorganization			
Scarazzo, Eric M.	Of Counsel. Joined the firm in 2005. Member of NY bar since 2006. Practice Area: Capital Markets	1075	2.2	\$2,365.00
Friedman, Jason S.	Associate since 2014. Joined the firm as an associate in 2014. Member of the New York Bar since 2008. Practice Area: Global Finance	1060	0.3	\$318.00
Goldstein, Jason Z.	Associate since 2013. Joined the firm as an associate in 2016. Member of NY bar since 2013. Practice Area: Business Restructuring & Reorganization	1060	132.0	\$139,920.00
Phua, Lisa L.	Associate since 2015. Joined the firm as an associate in 2020. Member of NY bar since 2016. Practice Area: Mergers & Acquisitions	1010	9.8	\$9,898.00
Persons, Melissa L.	Associate since 2013. Joined the firm as an associate in 2013. Member of TX bar since 2009; CO bar since 2018. Practice Area: Mergers & Acquisitions	995	15.7	\$15,621.50

Name of Professional	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2021 Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
Silverman, Stephen D.	Associate since 2016. Joined the firm as an associate in 2020. Member of NY bar since 2016; NJ bar since 2015; PA bar since 2018. Practice Area: Business Restructuring & Reorganization	995	26.2	\$26,069.00
Zimmerman, Timothy M.	Associate since 2012. Joined the firm as an associate in 2012. Member of the Colorado Bar since 2010, Wyoming Bar since 2021. Practice Area: Securities Enforcement	995	0.4	\$398.00
Hemendinger, Ashtyn M.	Associate since 2017. Joined the firm as an associate in 2020. Member of NY bar since 2018. Practice Area: Business Restructuring & Reorganization	930	151.5	\$95,755.50
Hammond, Tyler A.	Associate since 2018. Joined the firm as an associate in 2018 Passed but not yet admitted NY. Practice Area: Business Restructuring & Reorganization	865	110.7	\$95,755.50
Panjshiri, Nealofar S.	Associate since 2018. Joined the firm as an associate in 2018. Member of NY bar since 2019. Practice Area: Litigation, General	865	2.2	\$1,903.00
Obasi, Tukeni	Associate since 2018. Joined the firm as an associate in	775	34.5	\$26,737.50

Name of Professional	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	2021 Hourly Billing Rate (\$)	Total Billed Hours	Total Compensation (\$)
	2021. Member of TX bar since 2018. Practice Area: Mergers & Acquisitions			
Grund, Elliott B.	Associate since 2019. Joined the firm as an associate in 2019. Member of the New York Bar since 2020. Practice Area: Mergers and Acquisitions	770	3.2	\$2,464.00
LeSavage, Amanda L.	Associate since 2019. Joined the firm as an associate in 2019. Member of NY bar since 2019. Practice Area: Litigation, General	770	28.9	\$22,253.00
Coppola, Laura Michelle	Managing Attorney. Joined the firm in 2017. Member of the New York Bar since 2010.	675	0.3	\$202.50
Best, LaToya A.	Assistant Managing Attorney. Joined the firm in 2018.	605	5.3	\$3,206.50
Kann, Stephanie S.	Senior Corporate Paralegal. Joined the firm in 2002.	535	2.9	\$1,551.50
Fanady, Leigh	Senior Litigation Paralegal. Joined the firm in 2000.	515	0.3	\$154.50
Cowell, Barbara Jean	Corporate Paralegal. Joined the firm in 2020.	505	0.7	\$353.50
Raber, Steven	Research Manager. Joined the firm in 1988.	310	8.9	\$353.50
Scott, Spencer E.	Research Analyst. Joined the firm in 1998.	295	0.6	\$177.00
Total			751.8	\$801,016.50
Blended Rate			1,065	

**SECOND MONTHLY COMPENSATION BY PROJECT CATEGORY FOR
BANKRUPTCY MATTER 90887-00022**

Task Code	Project Category	Total Hours	Total Fees
BK01	Asset Disposition/Sale Transactions	317.6	\$360,301.50
BK02	Assumption and Rejection of Leases and Contracts	36.8	\$35,767.00
BK03	Avoidance Action Analysis	0	\$0
BK04	Budgeting (Case)	1.9	\$2,014.00
BK05	Business Operations	13.1	\$13,247.00
BK06	Case Administration	27.0	\$28,406.50
BK07	Claims Administration and Objections	1.5	\$1,395.00
BK08	Corporate Governance and Board Matters	57.8	\$70,772.00
BK09	Communications and Meetings with Creditors	2.5	\$3,046.00
BK10	Employee Matters and Benefits	0.8	\$936.00
BK11	Employment and Fee Applications (Gibson)	9.6	\$10,536.00
BK12	Employment and Fee Applications (Others)	24.1	\$22,562.50
BK13	Financing, Cash Collateral and Cash Management	0	\$0
BK14	Hearings	0	\$0
BK15	Insurance	2.5	\$2,520.00
BK16	Litigation	64.3	\$58,811.50
BK17	Plan and Disclosure Statement	95.3	\$91,420.00
BK18	Real Estate	0	\$0
BK19	Relief from Stay and Adequate Protection	0	\$0
BK20	Reporting	76.0	\$73,413.00
BK21	Tax	0	\$0
TOTAL		730.8	\$775,148.50

SECOND MONTHLY COMPENSATION FOR SEC D&O MATTER 90887-00016

	Total Hours	Total Fees
TOTAL	21	\$25,868.00
COMBINED TOTAL (BANKRUPTCY MATTER & SEC D&O MATTER)	751.8	\$801,016.50

SECOND MONTHLY EXPENSE SUMMARY FOR
BANKRUPTCY MATTER 90887-00022

Expenses Category	Total Expenses
Conference Call Charges	\$190.89
Data Line Charge	\$23.95
Document Retrieval Services	\$109.16
On-Line Research (Westlaw)	\$33,586.92
Searches (UCC & Others)	\$342.78
Specialized Research	\$506.05
TOTAL	\$34,759.75

SECOND MONTHLY EXPENSE SUMMARY FOR
BANKRUPTCY MATTER 90887-00016

Expenses Category	Total Expenses
Document Retrieval Services	\$1.20
eDiscovery Database Hosting Fees	\$20.99
TOTAL	\$22.19
COMBINED TOTAL (BANKRUPTCY MATTER & SEC D&O MATTER)	\$34,781.94

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
SEQUENTIAL BRANDS GROUP, INC., <i>et</i>	:	Case No. 21-11194 (JTD)
<i>al.</i> ,	:	
	:	Jointly Administered
Debtors. ³	:	
	:	Objection Deadline: December 21, 2021 at 4:00 pm (ET)
	:	Hearing Date: To be scheduled if necessary

**SECOND MONTHLY APPLICATION OF GIBSON, DUNN & CRUTCHER LLP
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS-IN-POSSESSION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD FROM
OCTOBER 1, 2021 THROUGH AND INCLUDING OCTOBER 31, 2020**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with that certain *Order Authorizing the Retention and Employment of Gibson, Dunn & Crutcher LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 164] (the “Retention Order”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 163] (the “Interim Compensation Order”), Gibson, Dunn & Crutcher LLP (“Gibson Dunn”) hereby applies (the “Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as counsel to

³ 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), Gaia Brand Holdco, LLC (1581), Gaia Americas, Inc. (8894), SBG-Gaia 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, St. #249, New York, NY 10016.

Sequential Brands Group, Inc. and its above-captioned affiliated debtors and debtors in possession (each, a “Debtor,” and collectively, the “Debtors”), in the amount of \$801,016.50 together with a reimbursement for actual and necessary expenses incurred in the amount of \$34,781.94 for the period from October 1, 2021 through and including October 31, 2021 (the “Compensation Period”). In support of this Application, Gibson Dunn respectfully represents as follows:

BACKGROUND

1. On August 31, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.
2. Pursuant to the Retention Order, Gibson Dunn was retained to represent the Debtors as bankruptcy co-counsel in connection with these chapter 11 cases, *nunc pro tunc* to the Petition Date. In addition, prior to August 31, 2021, Gibson Dunn served as general bankruptcy co-counsel as described in the *Application of Debtors for Entry of an Order Authorizing the Retention and Employment of Gibson, Dunn & Crutcher LLP as Attorneys for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 95] (the “Retention Application”). The Retention Order authorizes Gibson Dunn to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.
3. After the reconciliation described in the Retention Application, the remaining Advance Payment (as defined in the Retention Application) is \$282,897.06.⁴
4. All services for which compensation is requested herein by Gibson Dunn were performed for or on behalf of the Debtors.

⁴ The remaining Advance Payment listed herein is the correct amount rather than the previously stated amount of \$5,629.78.

(a) SUMMARY OF SERVICES RENDERED

5. Attached hereto as Exhibit A is a detailed statement of fees incurred during the Compensation Period, showing the amount of \$801,016.50 due.

6. The services rendered by Gibson Dunn during the Compensation Period are grouped into separate task codes as set forth in Exhibit A. The time entries billed in connection with Gibson Dunn's defense of the Debtors in *Securities and Exchange Commission v. Sequential Brands Group, Inc.*, No. 20-10471 (JPO) (S.D.N.Y. Dec. 11, 2020) (the "SEC Matter Invoice") are also included in Exhibit A and the invoice total, but are placed in a separate matter number so the Debtors may submit the SEC Matter Invoice to their insurance providers for reimbursement. The attorneys and paralegals who rendered services relating to the task codes are identified, along with the number of hours for each individual and the total compensation sought for each task code, in the attachments hereto.

(b) DISBURSEMENTS

7. Attached hereto as Exhibit B is a detailed statement of expenses paid by Gibson Dunn during the Compensation Period, showing the amount of \$34,781.94. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, certified copies charges, conference call charges, document retrieval service charges, photocopying charges, mail and express mail charges, special or hand delivery charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Gibson Dunn to outside copying services for use in mass mailings, computerized research charges, travel expenses, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Compensation Period may be found in the attachments hereto as Exhibit B.

8. Costs incurred for overtime and computer assisted research are not included in Gibson Dunn's normal hourly billing rates and, therefore, are itemized and included in Gibson Dunn's disbursements. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), Gibson Dunn represents that its rate for duplication is \$0.10 per page, its rate for outgoing telecopier transmissions is \$0.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

(c) VALUATION OF SERVICES

9. Attorneys and paraprofessionals of Gibson Dunn have expended a total of 751.8 hours in connection with this matter during the Compensation Period.

10. The amount of time spent by each of these persons providing services to the Debtors for the Compensation Period is fully set forth in the detail attached hereto as Exhibit A. These are Gibson Dunn's normal hourly rates of compensation for work of this character. The blended rate for the services rendered by Gibson Dunn for the Compensation Period as counsel for the Debtors in these cases is \$1,065.

11. Gibson Dunn believes that the time entries included in Exhibit A attached hereto and the expense breakdown set forth in Exhibit B attached hereto are in compliance with the requirements of Local Rule 2016-2.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such

services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

13. This Application covers the compensation period from October 1, 2021 through and including October 31, 2021. Gibson Dunn has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Compensation Period, for which Gibson Dunn will file subsequent monthly fee applications.

CONCLUSION

WHEREFORE, Gibson Dunn requests that allowance be made to it in the sum of \$801,016.50 as compensation for necessary professional services rendered to the Debtors for the Compensation Fee Period, and the sum of \$34,781.94 for reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

Dated: November 30, 2021

GIBSON, DUNN & CRUTCHER LLP

/s/ Joshua K. Brody

GIBSON, DUNN & CRUTCHER LLP

Scott J. Greenberg (admitted *pro hac vice*)

Joshua K. Brody (admitted *pro hac vice*)

Jason Z. Goldstein (admitted *pro hac vice*)

200 Park Avenue

New York, New York 10166

Tel: (212) 351-4000

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Email: sgreenberg@gibsondunn.com

jbrody@gibsondunn.com

jgoldstein@gibsondunn.com

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
SEQUENTIAL BRANDS GROUP, INC., <i>et</i>	:	Case No. 21-11194 (JTD)
<i>al.</i> ,	:	
	:	Jointly Administered
Debtors. ¹	:	
	:	Objection Deadline: December 21, 2021 at 4:00 p.m. (ET)
	:	Hearing Date: To be scheduled if necessary

CERTIFICATION OF JOSHUA K. BRODY

1. I am a Partner in the applicant firm, Gibson, Dunn & Crutcher LLP (“Gibson Dunn”), and have been admitted to appear before this Court.

2. I have personally performed many of the legal services rendered by Gibson Dunn to Sequential Brands Group, Inc. and its affiliated debtors and debtors in possession in connection with their chapter 11 cases, and am generally familiar with all other work performed on behalf of the lawyers and paraprofessionals at Gibson Dunn.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Pursuant to 28 U.S.C. § 1746, I certify under penalty of perjury that the foregoing is true and correct.

Dated: November 30, 2021

/s/ Joshua K. Brody
JOSHUA K. BRODY

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, St. #249, New York, NY 10016.

**UNITED STATES BANKRUPTCY COURT
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SEQUENTIAL BRANDS GROUP, INC., <i>et</i>	:	Case No. 21-11194 (JTD)
<i>al.</i> ,	:	
	:	Jointly Administered
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	:	Hearing Date: To be scheduled if necessary

NOTICE OF SECOND MONTHLY FEE APPLICATION

TO: (I) THE DEBTORS; (II) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (III) COUNSEL TO THE DIP ADMINISTRATIVE AGENT; AND (V) COUNSEL TO THE DIP LENDERS

PLEASE TAKE NOTICE that the *Second Monthly Application of Gibson, Dunn & Crutcher LLP as Attorneys for the Debtors and Debtors-in-Possession for Allowance of Compensation and Reimbursement of Expenses Incurred for the Period from October 1, 2021 Through and Including October 31, 2021* (the “Application”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “Court”). The Application seeks allowance of monthly fees in the amount of \$801,016.50 and monthly expenses in the amount of \$34,781.94.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **December 21, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the attorneys for the Debtors (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Scott J. Greenberg, Esq., Joshua K. Brody, Esq., and Jason Z. Goldstein, Esq.) and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Laura David Jones (ljones@pszjlaw.com)); (ii) counsel to KKR Credit Advisors (US) LLC, (a) King & Spalding LLP, 1185 Avenue of the Americas, New York, NY 10036 (Attn: Roger G. Schwartz (rschwartz@kslaw.com) and Peter Montoni (pmontoni@kslaw.com)), 110 N. Wacker Drive, Suite 3800, Chicago, IL 60606 (Attn: Lindsey Hendrickson

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, St. #249, New York, NY 10016.

(lhendrickson@kslaw.com) and R. Jacob Jumbeck (jjumbeck@kslaw.com), and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Robert J. Dehney (rdehney@morrisnichols.com), Andrew R. Remming (aremring@morrisnichols.com), and Tama K. Mann (tmann@morrisnichols.com)); (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207 Lockbox 35, Wilmington, DE 19801 (Attn: Richard Schepacarter (Richard.Schepacarter@usdoj.gov)); (iv) counsel to Bank of America N.A., as administrative and collateral agent under the BoA Credit Agreement, (a) Morgan, Lewis & Bockius LLP, One Federal Street, Boston, MA 0211-1726 (Attn: Julie Frost-Davis (Julia.frost-davies@morganlewis.com) and Christopher L. Carter (Christopher.carter@morganlewis.com), and (b) Robinson & Cole LLP, 1201 N. Market Street, Suite 1406, Wilmington, DE 19801 (Jamie L. Edmonson (jedmonson@rc.com) and James L. Lanthrop (jlanthrop@rc.com), 1650 Market Street, Suite 3600, Philadelphia, PA 19103 (Rachel Jaffe Mauceri (rmauceri@rc.com)); (v) counsel to Wilmington Trust, N.A., (a) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, DE 19801 (Attn: Derek C. Abbott (dabbott@morrisnichols.com), Curtis S. Miller (cmiller@morrisnichols.com), Paige N. Topper (ptopper@morrisnichols.com) and (b) James-Bateman-Brannan-Groover LLP, Buckhead Tower at Lenox Square, 3399 Peachtree Road NE, Suite 1700, Atlanta, GA 30326 (Attn: Doroteya N. Wozniak (dwozniak@jamesbatesllp.com)); and (vi) counsel to any Committee appointed in these cases.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS [DOCKET NO. 163], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURE WILL A HEARING BE HELD ON THE APPLICATION.

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Dated: November 30, 2021

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Timothy P. Cairns

Laura Davis Jones (DE Bar No. 2436)
Timothy P. Cairns (DE 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 Z. 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

EXHIBIT A

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071-3197

Federal Taxpayer ID #95-1611234

November 30, 2021

Sequential Brands Group, Inc.
 601 West 26th Street, 9th Floor
 New York, NY 10001

For Services Rendered and Costs/Charges Advanced Through October 31, 2021

		Services Rendered	Costs/ Charges	Totals
90887-00022	Bankruptcy Filing	\$ 775,148.50	\$ 34,759.75	\$ 809,908.25
90887-00016	SEC D&O KY19K2487749-A	<u>25,868.00</u>	<u>22.19</u>	<u>25,890.19</u>
Totals		\$ 801,016.50	\$ 34,781.94	\$ 835,798.44

TOTAL OUTSTANDING BALANCE DUE \$ 835,798.44

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Treasury Department
 Please include the invoice number in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

*Please enclose the remittance copy of this
 invoice with your payment in the enclosed
 Reply Envelope to ensure proper credit.*

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: November 30, 2021

Invoice No. 2021111591

Due and Payable Upon Receipt

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071-3197

Federal Taxpayer ID #95-1611234

November 30, 2021

Invoice No. 2021111591

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

For Services Rendered and Costs/Charges Advanced Through October 31, 2021

		Services Rendered	Costs/ Charges	Totals
90887-00022 BK01	Asset Disposition/Sale Transactions	\$ 360,301.50	\$ 0.00	\$ 360,301.50
90887-00022 BK02	Assumption and Rejection of Leases and Contracts	35,767.00	0.00	35,767.00
90887-00022 BK04	Budgeting Case	2,014.00	0.00	2,014.00
90887-00022 BK05	Business Operations	13,247.00	0.00	13,247.00
90887-00022 BK06	Case Administration	28,406.50	0.00	28,406.50
90887-00022 BK07	Claims Administration and Objections	1,395.00	0.00	1,395.00
90887-00022 BK08	Corporate Governance and Board Matter	70,772.00	0.00	70,772.00
90887-00022 BK09	Communications and Meetings with Creditors	3,046.00	0.00	3,046.00
90887-00022 BK10	Employee Matters and Benefits	936.00	0.00	936.00
90887-00022 BK11	Employment and Fee Applications – Gibson Dunn	10,536.50	0.00	10,536.50
90887-00022 BK12	Employment and Fee Applications – Others	22,562.50	0.00	22,562.50
90887-00022 BK15	Insurance	2,520.00	0.00	2,520.00
90887-00022 BK16	Litigation	58,811.50	0.00	58,811.50
90887-00022 BK17	Plan and Disclosure Statement	91,420.00	0.00	91,420.00
90887-00022 BK20	Reporting	73,413.00	0.00	73,413.00
90887-00022 BK22	DISBURSEMENTS	0.00	34,759.75	34,759.75
Totals		\$ 775,148.50	\$ 34,759.75	\$ 809,908.25
Current Balance Due				<u>\$ 809,908.25</u>

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
90887-00022	11/15/21	2021105707	\$ 941,051.50	\$ 14,030.59	<u>\$ 955,082.09</u>
PREVIOUS BALANCE DUE					<u>\$ 955,082.09</u>
TOTAL OUTSTANDING BALANCE DUE					<u>\$1,764,990.34</u>

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071-3197

Federal Taxpayer ID #95-1611234

November 30, 2021

Invoice No. 2021111591

Sequential Brands Group, Inc.
 601 West 26th Street, 9th Floor
 New York, NY 10001

For Services Rendered and Costs/Charges Advanced Through October 31, 2021

		Services Rendered	Costs/ Charges	Totals
90887-00022 BK01	Asset Disposition/Sale Transactions	\$ 360,301.50	\$ 0.00	\$ 360,301.50
90887-00022 BK02	Assumption and Rejection of Leases and Contracts	35,767.00	0.00	35,767.00
90887-00022 BK04	Budgeting Case	2,014.00	0.00	2,014.00
90887-00022 BK05	Business Operations	13,247.00	0.00	13,247.00
90887-00022 BK06	Case Administration	28,406.50	0.00	28,406.50
90887-00022 BK07	Claims Administration and Objections	1,395.00	0.00	1,395.00
90887-00022 BK08	Corporate Governance and Board Matter	70,772.00	0.00	70,772.00
90887-00022 BK09	Communications and Meetings with Creditors	3,046.00	0.00	3,046.00
90887-00022 BK10	Employee Matters and Benefits	936.00	0.00	936.00
90887-00022 BK11	Employment and Fee Applications -- Gibson Dunn	10,536.50	0.00	10,536.50
90887-00022 BK12	Employment and Fee Applications -- Others	22,562.50	0.00	22,562.50
90887-00022 BK15	Insurance	2,520.00	0.00	2,520.00
90887-00022 BK16	Litigation	58,811.50	0.00	58,811.50
90887-00022 BK17	Plan and Disclosure Statement	91,420.00	0.00	91,420.00
90887-00022 BK20	Reporting	73,413.00	0.00	73,413.00
90887-00022 BK22	DISBURSEMENTS	0.00	34,759.75	34,759.75
Totals		\$ 775,148.50	\$ 34,759.75	\$ 809,908.25

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Invoice Date: November 30, 2021

Invoice No. 2021111591

Due and Payable Upon Receipt

Current Balance Due

\$ 809,908.25

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
90887-00022	11/15/21	2021105707	\$ 941,051.50	\$ 14,030.59	<u>\$ 955,082.09</u>

PREVIOUS BALANCE DUE

\$ 955,082.09

TOTAL OUTSTANDING BALANCE DUE

\$1,764,990.34

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK01 ASSET DISPOSITION/SALE TRANSACTIONS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
J. E. WISE	2.80	\$1,430.00	\$ 4,004.00
MATTHEW K. KELSEY	2.30	1,285.00	2,955.50
MARY BETH MALONEY	0.50	1,325.00	662.50
SCOTT J. GREENBERG	12.90	1,695.00	21,865.50
WILLIAM B. SORABELLA	10.20	1,635.00	16,677.00
JASON S. FRIEDMAN	0.30	1,060.00	318.00
JASON Z. GOLDSTEIN	70.20	1,060.00	74,412.00
LILIT VOSKANYAN	13.00	1,220.00	15,860.00
MICHAEL S. NEUMEISTER	16.80	1,160.00	19,488.00
JOSHUA K. BRODY	61.70	1,500.00	92,550.00
DENNIS B. ARNOLD	0.70	1,300.00	910.00
DAVID H. KENNEDY	1.20	1,370.00	1,644.00
ASHTYN M. HEMENDINGER	10.90	930.00	10,137.00
MELISSA L. PERSONS	15.70	995.00	15,621.50
LISA L. PHUA	9.30	1,010.00	9,393.00
STEPHEN D. SILVERMAN	9.60	995.00	9,552.00
TYLER A. HAMMOND	39.30	865.00	33,994.50
ELLIOTT B. GRUND	2.60	770.00	2,002.00
BARBARA J. COWELL	0.70	505.00	353.50
STEPHANIE S. KANN	2.90	535.00	1,551.50
TUKENI OBASI	34.00	775.00	<u>26,350.00</u>

Total Services \$ 360,301.50

Total Services, Costs/Charges 360,301.50

BALANCE DUE \$ 360,301.50

Remit By Wire To:

Wells Fargo Bank
333 South Grand Avenue
Los Angeles, CA 90071-1515
Name of account: Gibson, Dunn & Crutcher LLP
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Invoice Date: November 30, 2021

Invoice No. 2021114950

Due and Payable Upon Receipt

BK01 ASSET DISPOSITION/SALE TRANSACTIONS
90887-00022

Detail Services:

10/01/21

1.00	Greenberg, Scott J	Correspondence with J. Goldstein re update on sale process (.50); review sale documents (.50).
0.80	Goldstein, Jason Z	Conference regarding bids (.5); review memo regarding related research (.3).
0.10	Neumeister, Michael S	Telephone conference with J. Brody regarding 363(f) analysis (.1).
3.40	Brody, Joshua K	Review research re sale free and clear (1.9); telephone conference with M. Neumeister re same (.1); t/c E. Gul re same (.5); telephone conference with D. Herbert re asset sale questions and Jessica Simpson (.4); emails with J. Gruenbaum re same (.2); telephone conference with Company re same (.3).

10/04/21

0.70	Sorabella, William B	Correspondence with E. Gul and J. Goldstein re scheduling updates and other matters.
2.00	Goldstein, Jason Z	Communications with E. Gul and J. Goldstein re scheduling updates and other matters (.70) communications with M. Neumeister and J. Brody regarding bidders (.7); review research regarding same (.6).
2.30	Neumeister, Michael S	Communications with J. Brody and J. Goldstein re bidders (.7); confer with M. D'Auria regarding loan documents (.2); research loan documents and sale issues (1.4).
1.40	Brody, Joshua K	Communications with M. Neumeister and J. Goldstein re bidders (.7); telephone conference with R. Schwartz re same (.2); review research re same (.5).
1.70	Persons, Melissa L	Prepare draft of William Rast purchase agreement.

10/05/21

2.50	Goldstein, Jason Z	Conference with potential bidder counsel and J. Brody re sale (.5); follow-up communications with J. Brody, D. Arnold, and M. Neumeister regarding sale and licensing issues (.7); email with Stifel (J. Doak) regarding same (.1); review and revise CIM (1.2).
1.50	Voskanyan, Lilit	Review and revise WR APA (1.3); draft email with changes to M. Persons e (.2).

4.20	Neumeister, Michael S	Communications with J. Brody, D. Arnold, and J. Goldstein regarding sale and licensing issues (.7); email correspondence with D. Kennedy re trademark licenses/security interest question and priority issue (.2); telephone conference with D. Eaton (K&E), and J. Langdon (MVA) regarding sale process (.4); research 363(f) issues (2.5); exchange emails with GDC team regarding open issues (.4).
2.90	Brody, Joshua K	Conference with counsel to potential bidder and J. Goldstein re sale (.5); follow-up communications with J. Goldstein, M. Neumeister and D. Arnold re same (.7); review research re legal issue (.4); review William Rast APA (.6); emails with M. Persons re same (.2); review With You stalking horse bidder notice/order and comment on same (.5).
0.70	Arnold, Dennis B	Call with M. Neumeister, J. Brody, J. Goldstein re sale and licensing issues.
0.40	Kennedy, David H	Email correspondence with M. Neumeister regarding trademark license/security interest issue and priority issue (.2); review of trademark license/security interest priority issue (.2).
4.40	Persons, Melissa L	Prepare draft of William Rast purchase agreement and circulate to Sequential for review (3.6); revise APA draft to incorporate comments received from L. Voskanyan (0.8).
4.70	Hammond, Tyler A	Research sale related question(4.2); draft email to J. Goldstein re research analysis (.5).
10/06/21		
4.20	Goldstein, Jason Z	Review and comment on William Rast APA (1.9); telephone conference with M. Neumeister re open sale issues (.2); telephone conference with J. Brody, M. Neumeister, and D. Kennedy re license issues (.5); emails with M. Neumeister and D. Kennedy re same (.3); conference with Stifel (J. Doak) regarding asset valuations (.2); review and revise bidder NDAs (.5); finalize Centric sale order (.2); review and revise Jessica Simpson designation notice and order (.4).
1.30	Neumeister, Michael S	Telephone conference with J. Goldstein regarding open sale issues (.2); telephone conference with D. Kennedy, J. Brody, and J. Goldstein regarding license issues (.5); draft email to J. Goldstein regarding open diligence items (.6).
2.70	Brody, Joshua K	Revise JS sale notice and order (.3); emails J. Goldstein re same (.2); telephone conference with D. Herbert re same (.3); review William Rast APA revisions (.6); telephone conference with D. Kennedy, M. Neumeister and J. Goldstein re license issues (.5); review research re same (.8).
0.80	Kennedy, David H	Phone conference with M. Neumeister, J. Brody and J. Goldstein regarding license issue (.5); email correspondence with J. Goldstein regarding same (.1); review of license agreement and amendments (.2).

2.40	Persons, Melissa L	Call with E. Gul regarding William Rast APA (0.5); prepare revised draft of APA incorporating comments received from E. Gul (0.8); prepare revised draft of APA incorporating comments received from J. Goldstein (1.1).
7.50	Hammond, Tyler A	Draft and revise sale notice (1.2); research sale related question (6.3).
1.10	Obasi, Tukeni	Review and revise Galaxy disclosure schedules.
10/07/21		
1.30	Greenberg, Scott J	Review asset sale agreements (1.0); correspond with J. Gruenbaum (KKR) re same (.3).
0.70	Sorabella, William B	Review research re license treatment (.30); internal conferences with J. Goldstein and J. Brody re bidders (.4).
0.30	Friedman, Jason S	Correspond with M. Neumeister regarding UCC lien searches relating to sale related question.
2.20	Goldstein, Jason Z	Review and revise sale order notice (.4); communications regarding same (.2); attention to filing same (.2); communications with bidder regarding Jessica APA (.4); communications with bidder regarding stalking horse designation and order (.6); internal conferences with W. Sorabella and J. Brody regarding bidders (.4).
1.60	Neumeister, Michael S	Conference with J. Friedman re UCC lien searches related to sale-related question (.3); research 363(f) issues (.8); analyze UCC and debt documents (.5).
3.30	Brody, Joshua K	Emails and t/c A. Tarshis and E. Gul re Swisstech issues (.5); telephone conference with R. Schwartz re same and re Jessica Simpson APA (.5); review docs re lawsuit related to Swisstech licenses (.4); review research re free and clear sales (.6); emails to M. Kurth (Jessica Simpson counsel) re APA (.4); review changes to sale notice/order (.5); internal conference with J. Goldstein and W. Sorabella re bidders (.4).
0.40	Persons, Melissa L	Respond to question from E. Gul regarding Delinquent AR under Galaxy APA.
1.80	Phua, Lisa L	Finalize purchase agreement and disclosure schedules for Jessica Simpson.
7.00	Hammond, Tyler A	Research re sale-related question (3.3); revise sale notice filings (.60); prepare sale notices for filing (3.1).
0.70	Cowell, Barbara J	Draft email to M. Neumeister regarding Delaware UCC, Lien and Litigation search for Joe's Holding LLC and Joe's Holdings LLC (.20); communications with C T Corporation System regarding (.50).
2.90	Kann, Stephanie S	Perform trademark ownership diligence re asset sales.
1.00	Obasi, Tukeni	Review material contracts provided by client and revised draft of Purchase Agreement.

10/08/21

- 0.30 Kelsey, Matthew K Conference with J. Goldstein regarding sale and auction procedures.
- 2.60 Goldstein, Jason Z Conference with M. Kelsey regarding sale and auction procedures (.3); communications with J. Brody and M. Neumeisters re 363(f) analysis (.9); review and finalize filings regarding same (.5); review memorandum regarding bidders (.5); review and revise bidder NDA (.4).
- 0.90 Neumeister, Michael S Communications with J. Brody and J. Goldstein regarding 363(f) analysis.
- 2.60 Brody, Joshua K Communications with J. Goldstein and M. Neumeister regarding 363(f) analysis (.9); telephone conference with E. Gul and G. Ahrens (Company litigation counsel) re Swisstech (.2); emails with R. Schwartz re same (.2); telephone conference with D. Herbert re bid procedures status (.4); review and comment on sale notice (.3); emails J. Gruenbaum and R. Schwartz re same (.2); review same (.4).
- 2.40 Hammond, Tyler A Research re adequate assurance issues.
- 3.90 Obasi, Tukeni Review litigation materials and update disclosure schedules; review materials provided in the data room and prepare disclosure schedules to William Rast Purchase Agreement.

10/09/21

- 0.60 Persons, Melissa L Review and provide comments on draft of disclosure schedules for William Rast transaction.
- 0.50 Obasi, Tukeni Review and revise disclosure schedules to WR Purchase Agreement.

10/10/21

- 1.00 Goldstein, Jason Z Telephone conference with J. Brody and M. Neumeister re free and clear sale issues (.5); review memorandum regarding license issues (0.5).
- 3.60 Neumeister, Michael S Attention to 363(f) and UCC issues, and prepare memo regarding same (3.1); telephone conference with J. Brody and J. Goldstein regarding same (.5).
- 0.80 Brody, Joshua K Telephoneconference with J. Goldstein and M. Neumeister re free and clear sale issues (.5); review research summary re same (.3).

10/11/21

- 3.10 Goldstein, Jason Z Correspond with J. Brody and L. Voskanyan re Joe's APA (.5); telephone conference with J. Brody, M. Neumeister, and E. Gul re Joe's Jeans (1.0); review securities filings (.6); communications with client regarding licenses (.3); conference with client regarding same (.5); communications with Stifel (D. Herbert) regarding bidder NDAs (.2).

1.90 Voskanyan, Lilit	Correspond with J. Brody and J. Goldstein re Joe's APA (.50); review and revise Joe's APA (.40); review and revise William Rast APA (.7); correspond with M. Persons re same (.3).
1.50 Neumeister, Michael S	Telephone conference with J. Goldstein, J. Brody, and E. Gul regarding Joe's Jeans (1.0); research sale issues (.5).
3.40 Brody, Joshua K	Correspond with J. Goldstein and L. Voskanyan re Joe's APA (.5); telephone conference with J. Goldstein, M. Neumesiter, and E. Gul re Joe's Jeans (1.0); review research summary re license issues same (1.1); telephone conference with E. Gul. G. Ahrens (company litigation counsel) and E. Gul re Swisstech (.8).
0.70 Persons, Melissa L	Review buyer's mark-up of William Rast purchase agreement (.40); prepare issues list re same (.30).
5.50 Hammond, Tyler A	Research re adequate assurance issues.
0.60 Grund, Elliott B	Research re open Company litigations for disclosure schedules.
2.80 Obasi, Tukeni	Review and revise William Rast Purchase Agreement (2.0); prepare Sequential litigation disclosure schedule (0.8).
10/12/21	
1.00 Greenberg, Scott J	Review William Rast Purchase Agreement (.5); correspondence with J. Gruenbaum (KKR) re same (.5).
2.80 Goldstein, Jason Z	Prepare for call with K&S (KKR counsel) (.5); draft notes re same (.4); conference with K&S (R. Schwartz) regarding free and clear sale issues (.5); review and revise CNO regarding Jessica APA (.3); telephone conference with J. Brody and PSZJ (T. Cairns and L. Jones) regarding Swisstech (.2); review contract list regarding William Rast APA (.4); draft email to E. Gul re same (.5).
0.40 Neumeister, Michael S	Analyze sale-related research.
3.20 Brody, Joshua K	Emails R. Schwartz re Joe's (.1); review research re free and clear sale in preparation for call (1.6); telephone conference with J. Goldstein and R. Schwartz re free and clear sale issues (.5); emails with R. Schwartz and M. Kurth (JS counsel) re stalking horse status (.4); telephone conference with J. Goldstein, L. Jones and T. Cairns re Swisstech (.2); review litigation docs re same (.4).
0.60 Persons, Melissa L	Prepare revised draft of William Rast purchase agreement.
4.00 Hammond, Tyler A	Attention to various research tasks and correspondence re UCC and intellectual property licensing issues (4.0).
1.20 Grund, Elliott B	Review and provide comments to ongoing litigations disclosure schedule.

3.80	Obasi, Tukeni	Review and revise disclosure schedules; review licenses and draft notice of non-compliance letter.
 10/13/21		
1.50	Goldstein, Jason Z	Telephone conference with J. Brody and R. Schwartz (K&S) re bidding procedures question (.3); review documents regarding same (.3); internal telephone conference with J. Brody regarding same (.9).
 0.40	 Neumeister, Michael S	 Research re license issues.
2.10	Brody, Joshua K	Internal telephone conference with J. Goldstein re bidding procedures questions (.9); telephone conference with D. Herbert and J. Doak (Stifel) re same (.6); emails A. Tarshis re Swisstech (.1); review deck re same (.3); telephone conference with R. Schwartz (K&S) and J. Gruenbaum (KKR) re same (.2).
 0.30	 Persons, Melissa L	 Attend call with E. Gul regarding William Rast APA.
3.40	Hammond, Tyler A	Perform research and analysis re UCC and intellectual property licensing issues.
 4.10	 Obasi, Tukeni	 Review and revise notice letter (0.10); update disclosure schedules (4.0).
 10/14/21		
0.60	Goldstein, Jason Z	Communications with E. Gul and J. Brody regarding William Rast APA (.2); communications with Stifel (D. Herbert) regarding same (.1); review research regarding free and clear sales (.3).
 2.50	 Brody, Joshua K	 Review updated research re free and clear sales (.5); emails with J. Goldstein re William Rast APA (.2); telephone conference with R. Schwartz (K&S) re same (.4); telephone conference with Stifel (D. Herbert) re William Rast APA (.4); emails to board re same (.2); telephone conference with A. Tarshis re Swisstech (.3); review revised board deck re same (.2); emails to E. Gul, C. Wagenheim and L. DiSanto re license agreements being sold (.2); emails to R. Schwartz (K&S) re same (.1).
 0.70	 Persons, Melissa L	 Prepare revised draft of William Rast purchase agreement to incorporate comments received from E. Gul and buyer's counsel.
 3.80	 Obasi, Tukeni	 Review and revise WR disclosure schedules (3.0); prepare summary of material issues (.80).
 10/15/21		
0.60	Goldstein, Jason Z	Draft email to J. Brody re William Rast (.2); review communications with J. Brody and board members re William Rast (.1); telephone conference with R. Schwartz (K&S) and J. Brody re SwissTech (.3).

1.70	Brody, Joshua K	Telephone conference with R. Schwartz re Swisstech (.3); telephone conference with A. Tarshis re same (.3); emails with board members re William Rast APA (.1); emails with C. Wagenheim re Franklin Mint (.1); correspondence with E. Gul and R. Schwartz (K&S) re license agreements being sold (.3); follow-up emails to E. Gul re same (.1); correspondence with E. Gul, L. DiSanto and C. Wagenheim re sale closing timing (.5).
0.50	Persons, Melissa L	Revise William Rast purchase agreement.
1.90	Obasi, Tukeni	Review and revise purchase agreement.
10/17/21		
1.00	Goldstein, Jason Z	Draft William Rast designation notice (.4); draft William Rast stalking horse order (.5); communications with KCC (V. Bakhshian) regarding same (.1).
10/18/21		
0.90	Goldstein, Jason Z	Communicate with L. Voskanyan re bids for Joe's Jeans (.3); review and revise designation notice and order (.3); call with company (E. Gul) regarding same (.3).
0.80	Voskanyan, Lilit	Prepare for signing of William Rast APA (0.5); communicate with J. Goldstein regarding bids for Joe's Jeans (.30).
4.90	Obasi, Tukeni	Review and revise Asset Purchase Agreement and disclosure schedules.
10/19/21		
0.50	Sorabella, William B	Correspond with J. Goldstein re deal status and closing documents.
0.60	Goldstein, Jason Z	Correspond with W. Sorabella re deal status and closing documents (.5); communications with buyer regarding William Rast (.1).
1.50	Obasi, Tukeni	Revise, prepare and circulate fully executed version of Asset Purchase Agreement (1.5).
10/20/21		
1.00	Greenberg, Scott J	Communicate with J. Gruenbaum (KKR) re sale process (.60); draft email to J. Goldstein re sale status update (.40).
1.20	Sorabella, William B	Prepare for and attend call with J. Goldstein and M. Persons) Galaxy APA (0.6); review draft closing checklist regarding future items (0.6).
0.90	Goldstein, Jason Z	Prepare for and participate in conference regarding Galaxy APA with W. Sorabella and M. Persons (.6); review email correspondence from S. Greenberg (.1); communications with company (E. Gul) regarding auction process (.2).
0.70	Persons, Melissa L	Call with W. Sorabella and J. Goldstein regarding Galaxy transaction update (0.6); review and revise closing checklist (.1).

0.80	Grund, Elliott B	Review and analyze organization documents for Australian subsidiary.
10/21/21		
1.30	Greenberg, Scott J	Review sale related documents (1.0); correspondence with J. Gruenbaum (KKR) re same (.30).
0.20	Goldstein, Jason Z	Communications with potential bidders re sale and auction process.
1.50	Obasi, Tukeni	Review, and prepare amendments to license agreements.
10/22/21		
0.30	Goldstein, Jason Z	Communications with PSZJ (L. Jones and T. Cairns) regarding William Rast APA (.1); review sale documents regarding same (.2).
10/24/21		
0.20	Goldstein, Jason Z	Communications with bidders regarding sale orders.
10/25/21		
1.80	Greenberg, Scott J	Research potential equity committee related arguments to sale (1.0); review sale agreements (.60); draft email to J. Brody re same (.20).
0.90	Sorabella, William B	Review updates on bidding/status (0.3); call with J. Goldstein re same and next steps (0.3); prepare for closing matters (0.3).
6.20	Goldstein, Jason Z	Call with W. Sorabella re closing and next steps (.3); review and revise William Rast APA (1.5); communications with Pachulski (L. Jones and T. Cairns) regarding William Rast stalking horse bid (.2); attention to certification regarding same (.3); draft summary re same to E. Gul and L. DiSanto (.5); attend call with E. Gul, L. DiSanto, A. Hemendinger, and D. Herbert (Stifel) re same (.5); follow-up communications with E. Gul re same (.5); conference with Galaxy counsel (Willkie) re bid materials (.5); review bid materials (0.9); review summary of bid provisions (.9); conference with company (E. Gul) re same (0.1).
1.00	Voskanyan, Lilit	Review Marquee bid documents for Joe's Jeans (.5); review issues list regarding same (.5).
3.30	Brody, Joshua K	Telephone conference with D. Herbert re Marquee bid (.8); draft follow up email to D. Herbert re same (.5); telephone conference with R. Schwartz re same (.8); review bid documents (1.2).
1.00	Hemendinger, Ashtyn M	Review potential bid for assets (.50); attend call with Stifel (D. Herbert), Company (E. Gul and L. DiSanto), and J. Goldstein re same (.50).
1.80	Phua, Lisa L	Review and draft issues list on Joe's purchase agreement markup.
0.70	Hammond, Tyler A	Review and revise bid procedures re additional bid.
0.60	Obasi, Tukeni	Review and revise license amendments.

10/26/21

0.50	Wise, J. E	Communicate with J. Goldstein and M. Kelsey re closing asset sales.
0.70	Kelsey, Matthew K	Review sale closing materials (.20); communicate with J. Goldstein, E. Wise re closing asset sales (.50).
0.40	Greenberg, Scott J	Telephone conference with J. Brody re auction.
1.50	Sorabella, William B	Attend call with J. Goldstein and J. Brody re status and open closing items (0.9); prepare for sale closing (0.6).
8.10	Goldstein, Jason Z	Conference with W. Sorabella, M. Persons and J. Brody. Voskanyan regarding sale closings (.9); telephoneconference with various bidders' counsel re same (.8); communicate with M. Kelsey and E. Wise re closing of sale (.5); conference with Stifel (D. Herbert) regarding same (.8); review With You sale order (1.5); review William Rast sale order (1.1); review and revise bid summaries (1.5); communications with board regarding bids (.3); conference with Centric counsel re same (.3); review bid procedures (.4).
0.50	Voskanyan, Lilit	Review revised bid for Joe's and WR.
6.60	Brody, Joshua K	Conference with W. Sorabella, M. Persons and J. Brody re sale closings (.9); review bid documents (.9); telephone conference with D. Herbert and J. Doak (Stifel) and J. Gruenbaum (KKR) re Marquee bid issues (1.1); review bid procedures re same (.9); research re 363 issues (1.4); telephone conference with E. Gul re same (.3); telephone conference with various bidder counsels re status and re sale orders (.8); review revisions to same (.3).
0.90	Persons, Melissa L	Attend call with W. Sorabella, J. Brody, and J. Goldstein regarding steps to closing.
1.20	Phua, Lisa L	Draft closing checklist and closing deliverables.
0.80	Obasi, Tukeni	Review Galaxy agreement and disclosure schedules.

10/27/21

1.20	Wise, J. E	Conferences with M. Kelsey and J. Goldstein re APA, sale closing timeline, and release of liens (.90); draft lien release documentation (.3).
0.90	Kelsey, Matthew K	Conferences with E. Wise and J. Goldstein regarding APA, sale closing timeline, and release of liens.
2.00	Greenberg, Scott J	Communicate with K&E (Marquee counsel) re Marquee bid (.50); emails with J. Brody re same (.30); review and analyze research surrounding Marquee Bid (1.2).
0.80	Sorabella, William B	Follow-up re status and open closing items.

11.30	Goldstein, Jason Z	Conferences with E. Wise and M. Kelsey re APA, sale closing timeline, and release of liens (.9); review revised bid offers (.3); conference with J. Brody and L. Voskanyan re revised Marquee and Centric Bids (.6); multiple conferences with J. Brody D. Herbert (Stifel), R. Schwartz (K&S), and E. Gul regarding Joe's bids and strategy (4.0); review and revise Centric APA (1.1); review and revise William Rast APA (.9); conference with L. Jones and T. Cairns (Pachulski) regarding status of bids and strategy (.7); attention to coordinating auction logistics (.8); review and revise notice of auction adjournment (.3); research regarding bid contingencies (1.2); conference with J. Brody regarding same (.5).
4.60	Voskanyan, Lilit	Conference with J. Brody and J. Goldstein regarding revised Marquee and Centric bids (.6); review and revise amendments to the Joe's APA and WR APA (4.0).
10.10	Brody, Joshua K	Conference with J. Goldstein and L. Voskanyan re revised Marquee and Centric bids (.6); Multiple t/cs J. Goldstein, D. Herbert, R. Schwartz and E. Gul re Joe's bids and strategy (4.0); multiple telephone conferences with Centric's counsel re same (1.4); review research re legal issues (1.4); review bid procedures re next steps (.6); t/cs J. Goldstein, L. Jones and T. Cairns re status of bids and strategy (.7); draftand revise potential issues list and bid comparisons (.9); conference with J. Goldstein re bid contingencies (.5).
0.80	Persons, Melissa L	Review and provide comments on Sequential officer's certificate (0.3); review and revise KCC escrow agreement (0.5).
3.50	Phua, Lisa L	Update closing checklist (.5); draft closing deliverables and documents for Jessica Simpson APA (3.0).
0.80	Obasi, Tukeni	Review and revise Galaxy ancillary agreements.
10/28/21		
1.10	Wise, J. E	Draft lien release documentation (.7); conference with M. Kelsey re sale closing logistics (.40).
0.40	Kelsey, Matthew K	Conference with E. Wise regarding sale closing logistics.
0.50	Maloney, Mary Beth	Review and analyze materials related to potential litigations surrounding auction.
1.30	Greenberg, Scott J	Review and analyze research surrounding Marquee bid.
2.10	Sorabella, William B	Review draft press release and prepare for closing (0.7); review Galaxy purchase agreement for closing requirements and next steps (1.0); review Joe's APA re closing requirements and next steps (0.4).

7.90	Goldstein, Jason Z	Communications with L. Jones and T. Cairns (Pachulsk) regarding filing auction notice (.4); communications with E. Gul re same (.3); communications with KCC regarding same (.4); communications with bidders counsel regarding same (.4); review S. Silverman research re sale related question (.7); research regarding same (1.2); review bid materials (1.2); communications with company regarding Centric assignment of rights (.3); review financial information regarding same (.9); communications with company (E. Gul) regarding With You APA (.3); prepare for securities filings related to same (.3); draft William Rast sale order (.9); review and revise With You sale order (.6).
2.70	Voskanyan, Lilit	Review and revise documents related to Centric and Marquee bids (1.0); review and revise equity commitment letter (1.7).
0.50	Neumeister, Michael S	Telephone conference with J. Brody regarding Joe's Jeans auction (.2); analyze Kirkland (Marquee counsel) email regarding same (.3).
9.30	Brody, Joshua K	Telephone conference with M. Neumeister re Joe's Jeans auction (.2); analyze Kirkland (Marquee's counsel) email re same (.3); Multiple t/cs D. Herbert, E. Gul and J. Goldstein re Joe's bids and next steps (.6); review revised bid (1.0); t/cs J. Goldstein and M. Neumeister re potential objection and response (1.3); telephone conferences with R. Schwartz (K&S) and J. Gruenbaum (KKR) re same (1.6); emails to board members re same (.6); telephone conference with counsel to Joe's bidders (1.0); review and revise auction notice (.8); review and revise equity commitment letter (.8); review changes to sale orders (.4); review research from S. Silverman re sale related issue (.7).
3.40	Hemendinger, Ashtyn M	Review press release for Galaxy sale (.60); revise sale orders (2.6); calls with S. Silverman and T. Hammond re finalization of sale order notices (.2).
1.00	Phua, Lisa L	Review and revise equity commitment letter.
7.70	Silverman, Stephen D	Research issues re potential sale objections (6.8); compile finding and draft write-up re same (.7); calls w/ A. Hemendinger and T. Hammond re finalization of sale orders (.2)
4.10	Hammond, Tyler A	Calls with S. Silverman and A. Hemendinger re finalization of sale orders (.2); revise sale order notices (3.9).
10/29/21		
1.80	Greenberg, Scott J	Correspondence with K&E (Marquee counsel) re Marquee bid (.30); email correspondence re same (.10); correspond with J. Gruenbaum (KKR) re same (.40); review and analyze research re same (1.0).
1.80	Sorabella, William B	Further review of Galaxy agreement re closing requirements (0.8); prepare for and participate in call with E. Gul, M. Persons, J. Goldstein, and T. Obasi re Galaxy closing requirements and next steps (1.0).

8.70	Goldstein, Jason Z	Review and revise notice of filing of sale orders (.5); communications with L. Jones and T. Cairns (Pachulski) regarding same (.4); emails and conferences with J. Brody and A. Hemendinger re revised sale orders (1.0); review and revise sale orders (1.9); conferences with T. Shcnickel (Weil) regarding same (.3); communications with M. Kurth (Culhane) regarding same (.5); communications with B. Kahn (Akin) and J. Brody regarding same (.4); attention to finalizing and filing notice of filing of sale order (1.0); communications with KCC regarding service of sale notice (.4); review research regarding sales (.7); review financial information related to Centric assignment (.3); review securities filing drafts (.3); conference with M. Persons, W. Sorabella, and T. Obasi and E. Gul re Galaxy closing requirements and next steps (1.0).
2.40	Brody, Joshua K	Email and correspondence with J. Goldstein and A. Hemendinger re revised sale orders (1.0); correspondence with R. Schwartz (K&S) and D. Herbert (Stifel) re same (.5); review comments to sale orders and equity commitment letter (.5); emails to B. Kahn (Akin) and J. Goldstein re same (.4).
4.00	Hemendinger, Ashtyn M	Emails and correspondence with J. Brody and J. Goldstein re revised sale orders (1.0); revise sale orders (3.0).
1.00	Persons, Melissa L	Call with E. Gul, W. Sorabella, J. Goldstein, and T. Obasi regarding Galaxy closing requirements and next steps.
1.90	Silverman, Stephen D	Complete research re standing issues at auction (1.1); prepare email write-up re same (.6); follow-up corr w/ J. Goldstein re same (.1); corr w/ F. Fanady re related hearing transcript (.1).
1.00	Obasi, Tukeni	Call with E. Gul, M. Persons, W. Sorabella, and J. Goldstein re Galaxy closing requirements and next steps (1.0).
10/31/21		
2.50	Hemendinger, Ashtyn M	Research re sale related question.

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK02 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	8.80	\$1,060.00	\$ 9,328.00
JOSHUA K. BRODY	0.70	1,500.00	1,050.00
ASHTYN M. HEMENDINGER	27.30	930.00	<u>25,389.00</u>
Total Services			\$ 35,767.00
Total Services, Costs/Charges			35,767.00
BALANCE DUE			<u>\$ 35,767.00</u>

BK02 ASSUMPTION AND REJECTION OF LEASES AND CONTRACTS
90887-00022

Detail Services:

10/04/21			
0.50	Goldstein, Jason Z	Review and revise cure notice.	
7.50	Hemendinger, Ashtyn M	Review and revise cure schedule (6.0); conduct diligence re same (1.5).	
10/05/21			
0.30	Goldstein, Jason Z	Communications with A. Hemendinger regarding supplemental cure notice.	
3.50	Hemendinger, Ashtyn M	Revise cure schedule (3.2); communications with J. Goldstein re same (.3).	
10/06/21			
0.40	Goldstein, Jason Z	Communications with A. Hemendinger regarding supplemental cure notice.	
4.50	Hemendinger, Ashtyn M	Draft supplemental cure schedule notice (2.5); communications with J. Goldstein re supplemental cure notice (.4); various correspondence with K. Adach (SQBG) re cure schedule (.60); review and revise cure schedule (1.0).	
10/07/21			
1.80	Goldstein, Jason Z	Conference with A. Hemendinger regarding cure issues (.5); review filings regarding same (1.3).	
0.50	Hemendinger, Ashtyn M	Conference with J. Goldstein re cure issues.	
10/08/21			
1.70	Hemendinger, Ashtyn M	Review amended cure schedule (1.0); file amended cure schedule (.70).	
10/11/21			
0.50	Goldstein, Jason Z	Conference with bidder regarding cure costs (.3); communications with L. Jones (PSZJ) regarding same (.2).	
10/12/21			
0.20	Brody, Joshua K	Emails to E. Gul and J. Goldstein re Joe's cure schedule.	
10/13/21			
0.70	Goldstein, Jason Z	Review communications from TJX counsel regarding contracts and cure schedule (.1); conference with E. Gul and J. Brody regarding same (.6).	
10/14/21			
1.00	Goldstein, Jason Z	Review cure schedules (.5); review correspondence from Galaxy re cure schedule counsel and respond to same (.5).	

10/15/21			
1.30	Goldstein, Jason Z		Draft supplemental cure notice (.5); draft supplemental cure schedule (.4); draft email to A. Hemendinger regarding same (.2); communications with TJX regarding same (.2).
10/18/21			
0.40	Goldstein, Jason Z		Communications with company (K. Adach) regarding supplement to cure schedules.
10/19/21			
0.20	Goldstein, Jason Z		Communications with company (E. Gul) and A. Hemendinger regarding supplement to cure schedule.
1.50	Hemendinger, Ashtyn M		Review cure schedule (1.3); correspondence with E. Gul and J. Goldstein re same (.2).
10/20/21			
0.60	Goldstein, Jason Z		Conference with company (E. Gul) and A. Hemendinger regarding cure schedule (.3); attention to finalizing and filing same (.3).
1.50	Hemendinger, Ashtyn M		Correspondence with E. Gul and J. Goldstein re cure schedule (.30); prepare cure schedule for filing (1.2).
10/21/21			
0.40	Goldstein, Jason Z		Communications with contract counterparties regarding assumption and assignment.
10/25/21			
0.50	Hemendinger, Ashtyn M		Review motion to reject (.30); correspondence with L. DiSanto re 1407 Broadway lease (.20).
10/27/21			
1.20	Hemendinger, Ashtyn M		Correspondence with creditor re cure amount.
10/28/21			
0.70	Goldstein, Jason Z		Review and revise lease rejection motion (.5); communications with A. Hemendinger and J. Brody regarding motion to reject lease and surrender letters (.2).
0.50	Brody, Joshua K		Communications with J. Goldstein and A. Hemendinger re motion to reject lease and surrender letters (.2); review motion to reject lease (.3).
4.90	Hemendinger, Ashtyn M		Draft motion to reject 1407 Broadway Office lease (3.0); revise motion to reject 1407 Broadway Office Lease (1.70); communications with J. Goldstein and J. Brody re motion to reject lease and surrender letters (.2).

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK04 BUDGETING CASE
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	1.90	\$1,060.00	\$ <u>2,014.00</u>
Total Services			\$ 2,014.00
Total Services, Costs/Charges			2,014.00
BALANCE DUE			<u>\$ 2,014.00</u>

BK04 BUDGETING CASE
90887-00022

Detail Services:

10/20/21

0.70 Goldstein, Jason Z

Prepare for and attend conferences with J. Doak and Y. Soon (Miller Buckfire) and V. Bakhshian (KCC) regarding budgeting (.4); follow-up with V. Bakhshian regarding same (.3).

10/21/21

1.20 Goldstein, Jason Z

Prepare for and participate in budgeting call with J. Doak and Y. Soon (Miller Buckfire) (1.0); follow-up email with J. Doak and L. DiSanto regarding same (.2).

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK05 BUSINESS OPERATIONS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	4.70	\$1,060.00	\$ 4,982.00
JOSHUA K. BRODY	1.00	1,500.00	1,500.00
ASHTYN M. HEMENDINGER	5.60	930.00	5,208.00
TYLER A. HAMMOND	1.80	865.00	<u>1,557.00</u>
Total Services			\$ 13,247.00
Total Services, Costs/Charges			13,247.00
BALANCE DUE			<u>\$ 13,247.00</u>

BK05 BUSINESS OPERATIONS
90887-00022

Detail Services:

10/03/21			
0.50	Goldstein, Jason Z	Review and revise letter to contract counterparty re licensee payments (.40); email correspondence with J. Brody re same (.1).	
0.30	Brody, Joshua K	Review revised letter to licensee re payments (.2); email correspondence with J. Goldstein re same (.1).	
10/07/21			
0.20	Goldstein, Jason Z	Communications with company regarding IP assignments.	
10/12/21			
0.80	Goldstein, Jason Z	Emails to with J. Brody and E. Gul regarding vendor contract issues (.1); review documents regarding same (.5); correspondence with Company and J. Brody and counsel to vendor re same (.2).	
0.70	Brody, Joshua K	Emails to E. Gul and J. Goldstein re vendor contract issues (.1); review and revise letter re same (.4); correspondence with J. Goldstein and E. Gul and counsel to vendor re same (.2).	
1.70	Hemendinger, Ashtyn M	Correspondence with ADP re continuation of services agreement (.70); review research re same (1.0).	
0.60	Hammond, Tyler A	Revise correspondence to counterparty re contract payments (.6).	
10/13/21			
1.00	Goldstein, Jason Z	Review draft ADP stipulation (.3); call ADP regarding ADP payment issues (.3); review and revise letter regarding outstanding A/R payments (.4).	
0.50	Hemendinger, Ashtyn M	Correspondence with ADP re payment guarantee and DIP financing.	
10/15/21			
0.40	Goldstein, Jason Z	Email communications with ADP (.1); review stipulation regarding prepetition agreement (.3).	
10/18/21			
0.90	Goldstein, Jason Z	Review and revise correspondence with counterparties regarding accounts receivable (0.4); email communications with company regarding ADP contract issues (.2); review and revise stipulation regarding same (.3).	
1.20	Hammond, Tyler A	Review and revise correspondence to contract counterparties.	
10/19/21			
0.30	Goldstein, Jason Z	Email communications with ADP regarding contract.	

10/25/21			
0.40	Hemendinger, Ashtyn M	Correspondence with K. Adach re intercompany payments (.40).	
10/26/21			
0.60	Goldstein, Jason Z	Communications with ADP counsel and A. Hemendinger regarding ADP contract (.2); review and revise stipulation regarding same (.2); communications with Pachulski (L. Jones and T. Cairns) regarding same (.2).	
2.00	Hemendinger, Ashtyn M	Research re ADP Totalsource motion (1.3); call with T. Cairns (PSZJ) re same (.5); communications with J. Goldstein and ADP re same (.2).	
10/27/21			
1.00	Hemendinger, Ashtyn M	Correspond with K. Adach and B. Manchio re intercompany payments (.5); research re same (.5).	

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK06 CASE ADMINISTRATION
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MATTHEW K. KELSEY	1.00	\$1,285.00	\$ 1,285.00
SCOTT J. GREENBERG	1.90	1,695.00	3,220.50
JASON Z. GOLDSTEIN	6.00	1,060.00	6,360.00
JOSHUA K. BRODY	2.30	1,500.00	3,450.00
ASHTYN M. HEMENDINGER	5.80	930.00	5,394.00
STEPHEN D. SILVERMAN	0.80	995.00	796.00
TYLER A. HAMMOND	8.60	865.00	7,439.00
ELLIOTT B. GRUND	0.60	770.00	<u>462.00</u>
Total Services			\$ 28,406.50
Total Services, Costs/Charges			28,406.50
BALANCE DUE			<u>\$ 28,406.50</u>

BK06 CASE ADMINISTRATION
90887-00022

Detail Services:

10/01/21		
3.40	Hammond, Tyler A	Perform research and analysis re upcoming deadlines and related items (1.2); draft summary for J. Brody and J. Goldstein (.8); attention to docket (.6); attention to letter re payments (.5); correspondence with J. Brody and J. Goldstein re same (.3).
10/03/21		
0.80	Hemendinger, Ashtyn M	Update task list.
10/04/21		
0.50	Kelsey, Matthew K	Attend WIP call.
1.00	Greenberg, Scott J	Attend WIP call (.5); review upcoming calendar (.5).
1.00	Goldstein, Jason Z	Attend WIP call (.5); communications with T. Hammond regarding 10/6 hearing (.3); review case calendar (.2).
0.60	Brody, Joshua K	Prepare for WIP call (.10); attend WIP call (.50).
0.50	Hemendinger, Ashtyn M	Attend WIP meeting.
1.60	Hammond, Tyler A	Revise calendar (.50); attend WIP call (.5); revise calendar re same (.3); communicate with J. Goldstein re 10/6 hearing (.3).
10/05/21		
1.10	Goldstein, Jason Z	Conference with E. Gul regarding case issues (.6); communications with T. Hammond regarding status, timing and updates (.5).
10/06/21		
0.60	Grund, Elliott B	Review and save internal documents to internal sequential drive for maintenance purposes.
10/11/21		
0.50	Kelsey, Matthew K	Attend WIP call.
0.50	Goldstein, Jason Z	Attend WIP call.
0.30	Brody, Joshua K	Attend portion of WIP call.
1.00	Hemendinger, Ashtyn M	Update task list (.5); attend WIP call (.5).
0.40	Silverman, Stephen D	Attend portion of WIP call.
0.80	Hammond, Tyler A	Revise calendar (.30); attend WIP call (.5).
10/12/21		
0.30	Hammond, Tyler A	Review docket and provide summary of filings.

10/14/21			
0.40	Goldstein, Jason Z		Draft email to T. Hammond re status and updates.
10/16/21			
0.20	Goldstein, Jason Z		Communications with company (E. Gul and L. DiSanto) regarding updates and timeline.
10/18/21			
1.00	Goldstein, Jason Z		Attend WIP call (.5); review case calendar (.2); review WIP list (.3).
1.50	Hemendinger, Ashtyn M		Revise task list (.5); draft email to T. Hammond re same (.5); attend WIP call (.5).
0.40	Silverman, Stephen D		Attend portion of WIP call (.4).
0.70	Hammond, Tyler A		Update calendar (.2); attend WIP call (.5).
10/19/21			
0.40	Hammond, Tyler A		Review docket and provide summary to GDC team.
10/22/21			
0.80	Goldstein, Jason Z		Review WIP list (.2); review case calendar (.2); communications with E. Gul regarding status and updates (.4).
10/25/21			
1.00	Goldstein, Jason Z		Call with J. Brody re WIP list and open issues (.2); attend WIP call (.5); review case calendar (.1); internal communications with T. Hammond regarding status and timing (.2).
1.40	Brody, Joshua K		Call with J. Goldstein re WIP list and open issues (.6); attend WIP call (.5); emails with J. Goldstein, S. Greenberg and R. Schwartz re equity committee (.3).
2.00	Hemendinger, Ashtyn M		Revise task list (.5); correspondence with T. Hammond re same (.20); correspond with J. Brody re filing notifications (.30); attend WIP call (.5); circulate docket update (.5).
1.40	Hammond, Tyler A		Attend WIP call (.5); correspond with A. Hemendinger re same (.20); revise calendar (.5); communications with J. Goldstein re status and timing (.2).
10/26/21			
0.90	Greenberg, Scott J		Research equity committee and counsel (.20); prepare for call with equity committee counsel (.50); attend call with equity committee lawyers (.20).

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK07 CLAIMS ADMINISTRATION AND OBJECTIONS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
ASHTYN M. HEMENDINGER	1.50	\$ 930.00	\$ <u>1,395.00</u>
Total Services			\$ 1,395.00
Total Services, Costs/Charges			1,395.00
BALANCE DUE			<u>\$ 1,395.00</u>

BK07 CLAIMS ADMINISTRATION AND OBJECTIONS
90887-00022

Detail Services:

10/27/21		
0.50	Hemendinger, Ashtyn M	Review and revise bar date notice.
10/28/21		
1.00	Hemendinger, Ashtyn M	Review and revise bar date publication notice.

Sequential Brands Group, Inc.
 601 West 26th Street, 9th Floor
 New York, NY 10001

BK08 CORPORATE GOVERNANCE AND BOARD MATTER
 90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MONICA K. LOSEMAN	5.00	\$1,265.00	\$ 6,325.00
MARY BETH MALONEY	15.00	1,325.00	19,875.00
SCOTT J. GREENBERG	2.50	1,695.00	4,237.50
ERIC M. SCARAZZO	2.20	1,075.00	2,365.00
JASON Z. GOLDSTEIN	7.00	1,060.00	7,420.00
JOSHUA K. BRODY	12.20	1,500.00	18,300.00
ASHTYN M. HEMENDINGER	8.90	930.00	8,277.00
LISA L. PHUA	0.50	1,010.00	505.00
AMANDA L. LESAVAGE	4.00	770.00	3,080.00
TUKENI OBASI	0.50	775.00	<u>387.50</u>

Total Services			\$ 70,772.00
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Total Services, Costs/Charges			70,772.00
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BALANCE DUE			<u>\$ 70,772.00</u>
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BK08 CORPORATE GOVERNANCE AND BOARD MATTER
90887-00022

Detail Services:

10/01/21		
0.70	Loseman, Monica K	Edit Board meeting minutes.
3.20	Hemendinger, Ashtyn M	Draft board minutes (1.70); revise board minutes (1.5).
10/04/21		
1.30	Loseman, Monica K	Prepare for Board meeting (.2); participate in Board meeting re SEC litigation (1.1).
3.70	Maloney, Mary Beth	Prepare for Board presentation re SEC case; attend Board meeting (1.1); conference with E. Gul, S. Mazzucchelli, and J. Brody re same (.7); multiple communications with J. Brody re SEC litigation and board discussions (.6); research re board questions (1.3).
1.50	Goldstein, Jason Z	Participate in board meeting (1.3); conference with J. Brody regarding same (.2).
4.30	Brody, Joshua K	Participate in weekly board meeting (1.4); multiple communications with MB Maloney re SEC litigation and board discussions (.6); draft email to S. Mazzucchelli re same (.5); draft email to E. Gul re same (.6); conference with MB Maloney, E. Gul and S. Mazzucchelli re same (.7); review email from J. Goldstein re SEC litigation research (.5).
1.00	Hemendinger, Ashtyn M	Attend Board meeting with GDC team (M. Maloney, M. Loseman, J. Brody), Stifel (D. Herbert, K. Knorr, Y. Soon), Company (E. Gul, L. DiSanto), and board members.
10/06/21		
1.00	Greenberg, Scott J	Review board materials re SEC litigation.
10/07/21		
0.80	Brody, Joshua K	Emails with board members re director resignation (.2); correspondence with E. Gul re same (.6).
10/08/21		
0.80	Loseman, Monica K	Attend board call re SEC litigation.
1.00	Maloney, Mary Beth	Communications with E. Gul and S. Greenberg re upcoming Board meeting and status of SEC case (.20); attend board meeting re same (.80).
1.50	Greenberg, Scott J	Communications with E. Gul and M. Maloney re upcoming Board meeting and status of SEC case (.20); review board materials re same (1.3).
1.20	Scarazzo, Eric M	Draft Form 8-K; draft and coordinate Rule 144 opinion.
0.50	Phua, Lisa L	Review and markup 8-K filing.

3.00	LeSavage, Amanda L	Draft slides for board presentation re SEC litigation.
10/10/21		
5.40	Maloney, Mary Beth	Draft and revise SEC litigation slides for board deck (3.2); call with J. Brody re same (.2); review underlying settlement and data as presented to Board (2.0).
0.50	Brody, Joshua K	Call with MB Maloney re SEC litigation slides for board deck (.2); review board presentation re same (.3).
1.00	LeSavage, Amanda L	Review and revise SEC litigation slides for board deck.
10/11/21		
1.10	Loseman, Monica K	Participate in Board meeting (1.1).
3.20	Maloney, Mary Beth	Prepare for board meeting (1.5); attend Board meeting (1.1); emails with Board members' re follow-up questions from meeting (.6).
1.50	Goldstein, Jason Z	Attend board meeting.
2.60	Brody, Joshua K	Prepare for and participate in board meeting (1.6); follow-up emails to board members re open questions (.3); review and revise board deck (.7).
1.60	Hemendinger, Ashtyn M	Attend board meeting.
10/13/21		
0.50	Brody, Joshua K	Multiple emails to board members re open items and next meeting (.3); emails to insurance company and L. DiSanto re policy questions (.2).
10/19/21		
0.50	Scarazzo, Eric M	Draft and revise Form 8-K for William Rast sale.
0.50	Obasi, Tukeni	Review and revise proposed 8K draft.
10/25/21		
1.00	Goldstein, Jason Z	Participate in board meeting (.7); internal follow-up communications with A. Hemendinger regarding same (.3).
1.00	Brody, Joshua K	Attend board call (0.8); review emails from MB Maloney and M. Loseman re follow-up to board call (0.2).
1.20	Hemendinger, Ashtyn M	Attend board meeting (.70); revise minutes for 10-25 board meeting (.20); follow-up communications with J. Goldstein re same (.3).
10/26/21		
1.10	Loseman, Monica K	Attend Board call re SEC matter (.5); review email from J. Brody re same (.1); correspond with SEC (.5).
1.00	Maloney, Mary Beth	Attend Board call re latest bids and potential litigation.
0.70	Goldstein, Jason Z	Prepare for (.30) and attend board meeting (.40).
0.40	Hemendinger, Ashtyn M	Take board minutes at board meeting.

10/27/21

- | | | |
|------|-----------------------|--|
| 1.60 | Goldstein, Jason Z | Prepare for and attend meetings with board. |
| 2.50 | Brody, Joshua K | Attend board meeting (afternoon session) re competing bid (1.0); attend board meeting (evening session) re competing bid (.5); follow-up communications with board members re same (.5); attend board meeting (midnight session) (.5). |
| 1.50 | Hemendinger, Ashtyn M | Attend board meeting (afternoon session) re competing bid (1.0); attend board meeting (evening session) re competing bid (.5). |

10/28/21

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|------|--------------------|--|
| 0.70 | Maloney, Mary Beth | Attend Board call re sale process. |
| 0.50 | Scarazzo, Eric M | Draft and revise Form 8-K regarding asset purchase agreements. |
| 0.70 | Goldstein, Jason Z | Prepare for and attend board meeting. |

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK09 COMMUNICATIONS AND MEETINGS WITH CREDITORS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	1.60	\$1,060.00	\$ 1,696.00
JOSHUA K. BRODY	0.90	1,500.00	<u>1,350.00</u>
Total Services			\$ 3,046.00
Total Services, Costs/Charges			3,046.00
BALANCE DUE			<u>\$ 3,046.00</u>

BK09 COMMUNICATIONS AND MEETINGS WITH CREDITORS
90887-00022

Detail Services:

10/06/21		
0.40	Goldstein, Jason Z	Prepare for 341 meeting.
10/07/21		
0.60	Goldstein, Jason Z	Prepare for and attend conference with L. Jones (PSZJ) and T. Cairns (PSZJ) and L. DiSanto regarding 341 meeting.
0.30	Brody, Joshua K	Correspond with L. Jones, J. Goldstein and L. DiSanto re 341 meeting prep (.3).
10/08/21		
0.60	Goldstein, Jason Z	Prepare for and attend 341 meeting.
0.60	Brody, Joshua K	Prepare for and participate in 341 meeting.

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK10 EMPLOYEE MATTERS AND BENEFITS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	0.60	\$1,060.00	\$ 636.00
JOSHUA K. BRODY	0.20	1,500.00	<u>300.00</u>
Total Services			\$ 936.00
Total Services, Costs/Charges			936.00
BALANCE DUE			<u>\$ 936.00</u>

BK10 EMPLOYEE MATTERS AND BENEFITS
90887-00022

Detail Services:

10/15/21

0.30 Goldstein, Jason Z

Draft email to E. Gul re employee matters (.10); emails with J. Brody and M. Collins and with company regarding employee matters (.20).

0.20 Brody, Joshua K

Emails with E. Gul, J. Goldstein and M. Collins re employee matters.

10/18/21

0.30 Goldstein, Jason Z

Communications with E. Gul regarding employee termination letters.

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK11 EMPLOYMENT AND FEE APPLICATIONS – GIBSON DUNN
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SCOTT J. GREENBERG	1.00	\$1,695.00	\$ 1,695.00
JOSHUA K. BRODY	1.40	1,500.00	2,100.00
ASHTYN M. HEMENDINGER	6.50	930.00	6,045.00
STEPHEN D. SILVERMAN	0.70	995.00	<u>696.50</u>
Total Services			\$ 10,536.50
Total Services, Costs/Charges			10,536.50
BALANCE DUE			<u>\$ 10,536.50</u>

BK11 EMPLOYMENT AND FEE APPLICATIONS – GIBSON DUNN
90887-00022

Detail Services:

10/01/21		
0.40	Brody, Joshua K	Emails with UST and S. Silverman re revisions to retention app (.2); review revised declaration (.2).
0.70	Silverman, Stephen D	Review and revise edits for proposed Gibson retention order (.2); review precedent re same (.2); review and revise supplemental Brody declaration (.2); emails with UST and J. Brody re retention app (.1).
10/13/21		
0.30	Brody, Joshua K	Draft email to L. DiSanto and re first fee application.
10/19/21		
1.00	Greenberg, Scott J	Review billing and monthly fee application.
0.50	Hemendinger, Ashtyn M	Correspondence with I. Vega re billing for first fee application (.50).
10/21/21		
2.30	Hemendinger, Ashtyn M	Review and edit time entries.
10/22/21		
2.50	Hemendinger, Ashtyn M	Prepare invoices (.50); correspond with I. Vega re invoices (.50); draft fee application (1.50).
10/28/21		
1.20	Hemendinger, Ashtyn M	Revise GDC fee application (1.0); emails with J. Brody re same (.2).
10/29/21		
0.70	Brody, Joshua K	Review and comment on fee statement (.5); emails to A. Hemendinger re same (.2).

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK12 EMPLOYMENT AND FEE APPLICATIONS - OTHERS
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	0.40	\$1,060.00	\$ 424.00
ASHTYN M. HEMENDINGER	15.80	930.00	14,694.00
STEPHEN D. SILVERMAN	4.70	995.00	4,676.50
TYLER A. HAMMOND	3.20	865.00	<u>2,768.00</u>

Total Services			\$ 22,562.50
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Total Services, Costs/Charges			22,562.50
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BALANCE DUE			<u>\$ 22,562.50</u>
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BK12 EMPLOYMENT AND FEE APPLICATIONS - OTHERS
90887-00022

Detail Services:

10/04/21		
0.50	Hemendinger, Ashtyn M	Correspondence with third parties re OCP declarations (.40); file OCP declaration (.10)
0.50	Silverman, Stephen D	Call with/ R. Fink (Sidley) re UST comments to Stifel app (.1); correspondence with T. Hammond re same (.1); review revised order (.2); correspondence with T. Hammond re various CNOs and CoCs on apps (.1).
2.90	Hammond, Tyler A	Correspond with S. Silverman re comments to Stifel retention application (.1); address comments to Stifel retention application (1.0); correspondence with S. Silverman re CNOs and CoCs (.1); prepare various CNOs and CoCs on retention application (1.7).
10/06/21		
0.30	Hammond, Tyler A	Revise interested parties list.
10/13/21		
0.40	Goldstein, Jason Z	Conference with A. Hemendinger regarding fee statement (0.2); communicate with professionals re ordinary course professional declarations (0.2).
0.80	Hemendinger, Ashtyn M	Review September invoice (.60); correspondence with J. Goldstein re invoices and fee statements (.20).
10/16/21		
0.10	Silverman, Stephen D	Correspond with K. Adach re OCP declaration.
10/18/21		
1.20	Silverman, Stephen D	Review docket for filed OCP declarations (.1); review OCP procedures and cross-check (.5); prepare tracker of OCP retentions (.3); correspond with K. Adach (Company) re same (.1); correspond with Eisner Ampner counsel re same and service (.1); correspond with T. Cairns (Pachulski) re same (.1).
10/19/21		
0.20	Silverman, Stephen D	Correspondence w/ K. Adach and E. Gul re OCP declarations (.2).
10/20/21		
1.00	Hemendinger, Ashtyn M	Review invoices for fee application (.50); correspondence with I. Vega re same (.50).
0.80	Silverman, Stephen D	Corr w/ Grimes re OCP declaration (.1); review and prepare same for filing and service (.2); call w/ K. Adach re RSM retention (.2); call w/ J. Goldstein re same (.2); follow-up corr w/ K. Adach and L. DiSanto re same (.1).

10/21/21			
0.60	Silverman, Stephen D		Review docket and prepare client update re status of OCP declarations (.1); correspondence w/ E. Gul re same and outstanding declarations (.1); correspondence with Golenbock re their OCP declaration (.1); correspondence with MG-IP re their OCP declaration (.1); review same and prepare for filing and service (.2).
10/22/21			
1.30	Silverman, Stephen D		Correspond with Locke Lord re OCP declaration (.1); review same and arrange for filing and service (.2); correspond with Golenbock re OCP declaration (.1); review same and arrange for filing and service (.2); send email to J. Goldstein re status (.1); review docket for declaration filing and service dates (.2); draft two client updates re same (.3); follow-up correspondence w/ K. Adach and L. DiSanto re same (.1).
10/23/21			
0.40	Hemendinger, Ashtyn M		Draft fee application.
10/25/21			
3.50	Hemendinger, Ashtyn M		Draft fee application (2.5); correspondence with I. Vega re same (.50); review invoices (.50).
10/26/21			
4.00	Hemendinger, Ashtyn M		Revise invoices (3.5); correspondence with I. Vega re same (.5).
10/27/21			
2.50	Hemendinger, Ashtyn M		Revise invoices (2.0); review and revise fee application (.5).
10/31/21			
3.10	Hemendinger, Ashtyn M		Revise September invoices.

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK15 INSURANCE
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	1.50	\$1,060.00	\$ 1,590.00
ASHTYN M. HEMENDINGER	1.00	930.00	<u>930.00</u>
Total Services			\$ 2,520.00
Total Services, Costs/Charges			2,520.00
BALANCE DUE			<u>\$ 2,520.00</u>

BK15 INSURANCE
90887-00022

Detail Services:

10/21/21

0.40 Goldstein, Jason Z

Conference with E. Gul regarding insurance issues.

10/22/21

1.10 Goldstein, Jason Z

Conference with E. Gul and A. Hemendinger regarding insurance proceeds motion (.3); review policies (.3); research regarding same (.5).

1.00 Hemendinger, Ashtyn M

Conference with E. Gul and J. Goldstein re insurance proceeds motion (.30); review insurance policies (.20); review insurance proceeds research (.50).

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK16 LITIGATION
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MARK A. KIRSCH	0.30	\$1,605.00	\$ 481.50
MONICA K. LOSEMAN	6.50	1,265.00	8,222.50
MATTHEW K. KELSEY	2.10	1,285.00	2,698.50
MARY BETH MALONEY	4.70	1,325.00	6,227.50
SCOTT J. GREENBERG	1.50	1,695.00	2,542.50
JASON Z. GOLDSTEIN	1.40	1,060.00	1,484.00
JOSHUA K. BRODY	6.00	1,500.00	9,000.00
TIMOTHY M. ZIMMERMAN	0.40	995.00	398.00
STEPHEN D. SILVERMAN	1.90	995.00	1,890.50
NEALOFAR S. PANJSHIRI	2.20	865.00	1,903.00
AMANDA L. LESAVAGE	24.90	770.00	19,173.00
LATOYA A. BEST	3.10	605.00	1,875.50
LAURA M. COPPOLA	0.10	675.00	67.50
STEVEN RABER	8.90	310.00	2,759.00
SPENCER E. SCOTT	0.30	295.00	<u>88.50</u>

Total Services \$ 58,811.50

Total Services, Costs/Charges 58,811.50

BALANCE DUE \$ 58,811.50

BK16 LITIGATION
90887-00022

Detail Services:

10/01/21		
0.30	Kirsch, Mark A	Call with M.B. Maloney re SEC litigation.
10/03/21		
0.70	Maloney, Mary Beth	Communicate with J. Brody re SEC litigation.
0.70	Brody, Joshua K	Communicate with MB Maloney re SEC litigation.
10/04/21		
1.90	Silverman, Stephen D	Research re SEC litigation and issues re potential default judgment.
2.50	LeSavage, Amanda L	Research re pre-trial conference rules and analogous settlements (2.5).
1.50	Raber, Steven	Perform search for S.E.C. settlements for N. Panjshiri.
10/05/21		
1.20	Kelsey, Matthew K	Conference with J. Brody regarding SEC litigation (.4); research relating to SEC litigation and claim treatment (.8).
0.20	Maloney, Mary Beth	Emails with J. Brody re SEC litigation.
2.90	Brody, Joshua K	Communications with R. Schwartz re SEC litigation (.4); multiple t/cs and emails S. Mazzucchelli re same (.8); correspond with MB Maloney re same (.2); call with M. Kelsey re same (.4); research re same (1.1).
1.10	LeSavage, Amanda L	Research SEC settlements.
2.30	Raber, Steven	Research SEC settlement related question for A. LeSavage.
10/06/21		
0.70	Kelsey, Matthew K	Draft email to T. Hammond regarding issues relating to SEC enforcement action in connection with presentation to the board (.30); research re same (.40).
0.80	Maloney, Mary Beth	Communicate with E. Gul re SEC settlement (.3); communicate with J. Brody re same (.2); conference with S. Mazzucchelli and J. Brody re same (.3).
0.90	Brody, Joshua K	Conference with S. Mazzucchelli and M. Maloney re SEC litigation (.3); communicate with MB Maloney re same (.2); review research re same (.4).
1.00	LeSavage, Amanda L	Review and analyze precedent settlement agreements.
2.50	Raber, Steven	Research settlement and SEC related question for A. LeSavage.

10/07/21

0.80 Loseman, Monica K Review materials re potential settlement (.5); conference with E. Gul and M. Maloney re same (.3).

0.20 Kelsey, Matthew K Communicate with J. Goldstein regarding SEC litigation research.

0.80 Maloney, Mary Beth Conference with E. Gul and M. Loseman re potential settlement (.3); review and revise 8-k filing re same (.50).

1.00 Goldstein, Jason Z Review SEC litigation research (.30); communicate with M. Kelsey SEC litigation research (.20); conference with E. Gul regarding Swisstech litigation (0.5).

1.00 LeSavage, Amanda L Research precedent settlement agreements.

1.80 Raber, Steven Research re SEC litigation related question for A. LeSavage.

10/08/21

0.20 Loseman, Monica K Communications with E. Gul, J. Brody and M. Maloney re SEC proceeding.

0.90 Maloney, Mary Beth Prepare for call with E. Gul, J. Brody, and M. Loseman re SEC litigation (.70); communications with E. Gul, J. Brody, and M. Loseman re same (.20).

0.80 Brody, Joshua K Prepare for call with M. Maloney, M. Loseman, and E. Gul re SEC litigation (.60); communications with MB Maloney, M. Loseman and E. Gul re same (.20).

0.90 Panjshiri, Nealofar S Research filing deadlines for class action lawsuit.

10/10/21

1.60 Best, LaToya A Review SEC litigation case docket (.4); research re sample answers filed in SDNY securities fraud matters (1.2).

10/11/21

0.30 Loseman, Monica K Call with M. Maloney re derivative class action case and SEC litigation (.3).

1.30 Maloney, Mary Beth Call with M. Loseman re derivative class action case and SEC litigation (.3); communications with SEC counsel re settlement (1.0).

7.50 LeSavage, Amanda L Draft answer to complaint (6.0); research answer to complaint related question (1.5).

0.50 Raber, Steven Research related to SEC settlement precedent for A. LeSavage.

10/12/21

0.40 Goldstein, Jason Z Conference with L. Jones and T. Cairns re non-bankruptcy litigations.

0.40 Zimmerman, Timothy M Review and revise Answer and affirmative defenses.

1.30	Panjshiri, Nealofar S	Call with A. LeSavage re answer to complaint (.8); review testimony and exhibits cited in answer (.5).
3.80	LeSavage, Amanda L	Draft answer to complaint (3.0); conference with N. Panjshiri re same (.80).
10/13/21		
4.20	Loseman, Monica K	Review materials re SEC settlement (.5); call with SEC counsel re potential settlement (.5); review and revise answer to SEC complaint re factual goodwill allegations (1.2); review and research goodwill standards (.6); review and revise answer to GAAP allegations (1.2); emails with S. Greenberg re SEC litigation (.2).
1.50	Greenberg, Scott J	Draft email to M. Loseman re SEC litigation (.5); correspond with J. Gruenbaum regarding same (1.0).
5.50	LeSavage, Amanda L	Research defenses for Answer to complaint (1.5); revise answer to complaint (4.0).
10/14/21		
2.00	LeSavage, Amanda L	Correspond with L. Coppola re filing answer to complaint (.1); revise answer to complaint(.4); draft corporate disclosure statement (1.5).
0.80	Best, LaToya A	Review SEC litigation case docket and provide summary to GDC team (.20); review and electronically file Defendant's Answer to Complaint with Jury Demand (.60).
0.10	Coppola, Laura M	Correspond with A. LeSavage re filing answer to complaint.
10/15/21		
0.50	LeSavage, Amanda L	Research corporate structure for disclosure statement re answer to complaint (.40); email with L. Best re same (0.1).
0.70	Best, LaToya A	Review and electronically file Sequential Brands Group, Inc.'s Rule 7.1 Disclosure Statement (.50); draft email to A. LeSavage regarding same (.2).
0.30	Raber, Steven	Research Sequential Brands ownership info., for Amanda LeSavage related to litigation issue.
10/26/21		
0.40	Brody, Joshua K	Draft emails to MB Maloney, M. Loseman and S. Mazzucchelli re SEC litigation.
10/28/21		
0.50	Loseman, Monica K	Call with SEC counsel re SEC Proceeding.
0.30	Scott, Spencer E	Research re SEC releases.
10/29/21		
0.50	Loseman, Monica K	Call with J. Brody re SEC litigation (.3); draft email to J. Brody re same (.2).
0.30	Brody, Joshua K	Call with M. Loseman re SEC litigation.

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK17 PLAN AND DISCLOSURE STATEMENT
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
JASON Z. GOLDSTEIN	20.40	\$1,060.00	\$ 21,624.00
JOSHUA K. BRODY	6.20	1,500.00	9,300.00
ASHTYN M. HEMENDINGER	2.10	930.00	1,953.00
STEPHEN D. SILVERMAN	8.50	995.00	8,457.50
TYLER A. HAMMOND	57.80	865.00	49,997.00
SPENCER E. SCOTT	0.30	295.00	<u>88.50</u>
Total Services			\$ 91,420.00
Total Services, Costs/Charges			91,420.00
BALANCE DUE			<u>\$ 91,420.00</u>

BK17 PLAN AND DISCLOSURE STATEMENT
90887-00022

Detail Services:

10/01/21			
4.10	Hammond, Tyler A	Draft disclosure statement.	
10/04/21			
0.90	Hammond, Tyler A	Research disclosure statement precedent documents.	
10/06/21			
1.30	Hammond, Tyler A	Draft disclosure statement.	
10/07/21			
2.00	Hammond, Tyler A	Research re plan related question.	
10/08/21			
4.90	Hammond, Tyler A	Draft disclosure statement.	
10/11/21			
3.80	Hammond, Tyler A	Revise disclosure statement draft.	
10/12/21			
4.10	Silverman, Stephen D	Research plan re question (1.0); review and analyze plan term sheet, various APAs and RSA (1.2); draft plan of liquidation (1.9).	
2.60	Hammond, Tyler A	Draft disclosure statement.	
10/13/21			
1.80	Silverman, Stephen D	Draft plan of liquidation.	
5.10	Hammond, Tyler A	Research disclosure statement related question (3.10); draft and revise disclosure statement (2.0).	
10/14/21			
2.60	Goldstein, Jason Z	Correspond with S. Silverman and J. Brody regarding plan drafting (.4); correspond with J. Doak and J. Brody re wind-down budget (.2); draft email to J. Brody regarding wind-down (.6); prepare for and participate in conference with company (L. DiSanto) and Stifel (J. Doak) regarding same (1.0); correspond with J. Brody re same (.4).	
1.20	Brody, Joshua K	Correspond with J. Doak and J. Goldstein re wind-down budget (.2); draft email to J. Doak, J. Goldstein and L. DiSanto re same (.3); correspond with J. Goldstein and S. Silverman re plan drafting (.4); correspond with L. DiSanto and E. Gul re same (.3).	
2.60	Silverman, Stephen D	Draft plan of liquidation (2.2); correspond with J. Brody and J. Goldstein re plan drafting (.4).	
2.90	Hammond, Tyler A	Revise draft disclosure statement.	
10/15/21			
0.60	Goldstein, Jason Z	Review and revise plan draft.	

3.80	Hammond, Tyler A	Research disclosure statement precedents (2.8); revise DS re same (1.0).
10/17/21		
5.10	Hammond, Tyler A	Draft and revise disclosure statement.
10/18/21		
1.40	Goldstein, Jason Z	Review draft disclosure statement (.5); review and revise plan draft (.7); email correspondence with T. Hammond re same (.2).
3.60	Hammond, Tyler A	Draft and revise Disclosure Statement (2.0); email correspondence with J. Goldstein re same (.2); revise draft based on same (1.4).
10/19/21		
4.50	Goldstein, Jason Z	Review and revise plan.
10/20/21		
5.50	Goldstein, Jason Z	Review and revise plan draft (5.0); communications with A. Hemendinger re solicitation procedures (.50).
2.10	Hemendinger, Ashtyn M	Correspondence with Y. Soon and J. Doak (Miller Buckfire) and KCC (V. Bakshian) re solicitation procedures (.60); communications with J. Goldstein re same (.50); review draft of plan (1.0).
3.60	Hammond, Tyler A	Attention to disclosure statement and related motion.
10/21/21		
1.00	Goldstein, Jason Z	Review and revise disclosure statement draft.
10/22/21		
2.20	Goldstein, Jason Z	Review and revise plan (.5); review and revise disclosure statement (1.1); outline auction procedures (.6).
5.50	Hammond, Tyler A	Draft disclosure statement motion.
10/24/21		
1.70	Goldstein, Jason Z	Review wind-down budget (1.0); review and revise plan (.7).
10/25/21		
0.40	Goldstein, Jason Z	Review and revise plan of liquidation (.30); review email from J. Brody re plan structure (.10).
2.60	Brody, Joshua K	Review and comment on draft plan (1.4); t/cs J. Goldstein re same (.4); draft email to J. Goldstein and R. Schwartz re plan structure (.3); review budget (.5).
1.20	Hammond, Tyler A	Draft disclosure statement motion.
10/26/21		
1.10	Brody, Joshua K	Review plan draft and wind-down budget (1.1).
6.60	Hammond, Tyler A	Draft disclosure statement motion (4.6); draft disclosure statement order (2.0).

10/27/21		
0.80	Hammond, Tyler A	Draft disclosure statement motion and order.
10/28/21		
0.50	Goldstein, Jason Z	Review wind-down budget.
0.30	Scott, Spencer E	Research bankruptcy plan related question.
10/29/21		
1.30	Brody, Joshua K	Review and comment on plan draft (.7); review wind-down analysis (.4); correspond with R. Schwartz (K&S) re same (.2).

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK20 REPORTING
90887-00022

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
SCOTT J. GREENBERG	2.00	\$1,695.00	\$ 3,390.00
JASON Z. GOLDSTEIN	7.50	1,060.00	7,950.00
JOSHUA K. BRODY	0.40	1,500.00	600.00
ASHTYN M. HEMENDINGER	66.10	930.00	<u>61,473.00</u>
Total Services			\$ 73,413.00
Total Services, Costs/Charges			73,413.00
BALANCE DUE			<u>\$ 73,413.00</u>

BK20 REPORTING
90887-00022

Detail Services:

10/04/21		
0.50	Hemendinger, Ashtyn M	Correspondence with Company (K. Adach) re SOFA and SOALs.
10/05/21		
0.40	Goldstein, Jason Z	Communications with A. Hemendinger and J. Brody regarding statements and schedules (.4).
0.30	Brody, Joshua K	Emails with A. Hemendinger team re schedules (.3).
3.00	Hemendinger, Ashtyn M	Emails with J. Brody re schedules (.3); correspond with KCC (D. McSwigan and V. Bakhshian) re SOFAs and SOALs (.5); revise SOFAs and SOALs (2.2).
10/07/21		
0.10	Brody, Joshua K	Review email from A. Hemendinger re schedules question (.1).
7.80	Hemendinger, Ashtyn M	Research re SOFAs (2.0); correspondence with K. Adach re same (.20); draft email to J. Brody re same (.5); review global notes precedent (.5); review and revise SOFA and SOALs (4.6).
10/08/21		
2.50	Hemendinger, Ashtyn M	Weekly call with D. McSwigan, W. Gruber, V. Bakhshian (KCC), B. Manchio, K. Adach, and L. DiSanto (SQBG) re schedules and statements (1.0); review schedules and statements (1.0); correspondence with KCC (W. Gruber) re same (.5).
10/11/21		
0.80	Hemendinger, Ashtyn M	Review SOFA and SOALs (.30); attend weekly SOFA/SOAL meeting with KCC (V. Bakhshian, W. Gruber, D. McSwigan) and Company (L. DiSanto, K. Adach, B. Manchio) (.5).
10/12/21		
7.00	Hemendinger, Ashtyn M	Review and revise SOFA and SOALs (6.5); correspondence with K. Adach re same (.50).
10/13/21		
8.80	Hemendinger, Ashtyn M	Review and revise SOFAs and SOALs (7.20); attend weekly meeting with KCC (V. Bakhshian, W. Gruber) and SQBG (K. Adach and L. DiSanto) (1.0); correspond with E. Gul re same (.60).
10/14/21		
8.40	Hemendinger, Ashtyn M	Draft email to KCC (W. Gruber) re schedules and statements (.5); correspond with KCC (W. Gruber) re same (.5); call with K. Adach and B. Manchio re same (.5); review and revise SOFAs and SOALs (6.9).

10/15/21		
1.50	Goldstein, Jason Z	Review schedules and statements drafts.
7.50	Hemendinger, Ashtyn M	Weekly conference with KCC (W. Gruber) and Sequential (L. DiSanto and K. Adach) re SOFA and SOAL (1.0); revise and review SOAL and SOFA (6.5).
10/17/21		
1.00	Goldstein, Jason Z	Communications with A. Hemendinger regarding schedules and statements (.5); review same (.5).
3.80	Hemendinger, Ashtyn M	Draft global notes for SOFAs and SOALs (3.3); communications with J. Goldstein re schedules and statements (.5).
10/18/21		
2.00	Greenberg, Scott J	Review filing versionsof schedules and statement of financial affairs (1.4); communicate with J. Gruenbaum (KKR) re same (.6).
4.60	Goldstein, Jason Z	Review and revise schedules and statements (1.9); review and revise global notes (1.5); correspond with A. Hemendinger and E. Gul re same (.40); communications with KCC regarding finalizing schedules and statements (.8).
10.70	Hemendinger, Ashtyn M	Draft and revise SOFAs (3.7); draft and revise global notes for SOFAs and SOALs (3.8); correspond with E. Gul (SQBG) and J. Goldstein re same (.40); revise SOAL G (2.0); communication with KCC (W. Gruber, V. Bakhshian, D. McSwigan) re same (.8).
10/19/21		
2.00	Hemendinger, Ashtyn M	Revise SOAL and SOFA and prepare for filing.
10/20/21		
1.50	Hemendinger, Ashtyn M	Correspondence with K. Adach re MORs (.50); review MORs (1.0).
10/21/21		
1.80	Hemendinger, Ashtyn M	Various correspondence with K. Adach re monthly operating report (.80); review MORs prior to filing (1.0).

EXHIBIT B

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

BK22 DISBURSEMENTS
90887-00022

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
CONFERENCE CALL CHARGES	\$ 190.89
DATA LINE CHARGE	23.95
DOCUMENT RETRIEVAL SERVICE	109.16
ON-LINE RESEARCH (WESTLAW)	33,586.92
SEARCHES-(UCC & OTHERS)	342.78
SPECIALIZED RESEARCH	<u>506.05</u>
Total Costs/Charges	<u>34,759.75</u>
 BALANCE DUE	 <u>\$ 34,759.75</u>

BK22 DISBURSEMENTS
90887-00022

Detail Costs/Charges:

Conference Call Charges

10/04/21	7.68	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Ashtyn Hemendinger
10/05/21	7.39	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Joshua Brody
10/07/21	6.29	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Tyler Hammond
10/11/21	7.89	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Ashtyn Hemendinger
10/11/21	3.80	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Tyler Hammond
10/11/21	7.30	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Joshua Brody
10/11/21	6.81	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Jason Goldstein
10/12/21	5.01	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Jason Goldstein
10/12/21	5.48	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Jason Goldstein
10/13/21	6.93	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/13/21	4.65	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/13/21	4.94	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Jason Goldstein
10/13/21	3.76	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Jason Goldstein

10/18/21	4.98	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/18/21	5.21	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/20/21	5.56	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/20/21	7.35	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/22/21	4.26	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211024 DATE: 10/24/2021 Conferencing Services by Ashtyn Hemendinger
10/25/21	22.35	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Jason Goldstein
10/25/21	5.04	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Jason Goldstein
10/25/21	5.57	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Ashtyn Hemendinger
10/26/21	14.42	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Joshua Brody
10/26/21	5.09	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Jason Goldstein
10/27/21	6.15	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Jason Goldstein
10/27/21	21.19	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Joshua Brody
10/27/21	5.79	VENDOR: WEST UNIFIED COMMUNICATIONS SERVICES, IN INVOICE#: US270366-20211031 DATE: 10/31/2021 Conferencing Services by Joshua Brody
<u>Data Line Charge</u>		
10/15/21	23.95	VENDOR: ASHTYN M. HEMENDINGER INVOICE#: 4796387710191207 DATE: 10/15/2021 Internet Charges/Delta/Work while In-Flight WiFi
<u>Document Retrieval Service</u>		
09/30/21	57.16	VENDOR: COUR TALERT.COM, INC. INVOICE#: 233050-2109 DATE: 9/30/2021 399242/Document Retrieval Service/CourtAlert

for Pacer - Please see attached allocation report. M. Maloney, N. Panjshiri, A. LeSavage Peter D Arcy v. Sequential Brands Group, Inc. et al

10/05/21	17.90	PACER Usage October 2021
10/20/21	25.30	PACER Usage October 2021
10/26/21	8.80	PACER Usage October 2021

On-Line Research (Westlaw)

10/04/21	824.00	NEUMEISTER,MIKE 10/04/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/05/21	360.00	NEUMEISTER,MIKE 10/05/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/06/21	741.50	HAMMOND,TYLER A 10/06/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/06/21	120.00	NEUMEISTER,MIKE 10/06/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/07/21	2,476.70	HAMMOND,TYLER A 10/07/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/07/21	120.00	NEUMEISTER,MIKE 10/07/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/08/21	120.00	NEUMEISTER,MIKE 10/08/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/10/21	593.60	NEUMEISTER,MIKE 10/10/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/11/21	6,004.49	HAMMOND,TYLER A 10/11/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/11/21	1,796.00	NEUMEISTER,MIKE 10/11/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/12/21	6,002.58	HAMMOND,TYLER A 10/12/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/13/21	1,192.68	HAMMOND,TYLER A 10/13/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/13/21	11,053.86	LESavage,AMANDA 10/13/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/21/21	727.17	HAMMOND,TYLER A 10/21/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/27/21	120.00	GOLDSTEIN,JASON Z 10/27/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES
10/27/21	120.00	LESavage,AMANDA 10/27/21 90887-00022	WESTLAW RESEARCH AND PRINTING CHARGES

10/28/21	960.00	HEMENDINGER,ASHTYN 10/28/21 90887-00020 WESTLAW RESEARCH AND PRINTING CHARGES
10/28/21	254.34	SILVERMAN,STEPHEN 10/28/21 90887-00022 WESTLAW RESEARCH AND PRINTING CHARGES
<u>Searches-(UCC & Others)</u>		
10/11/21	215.00	VENDOR: CT CORPORATION SYSTEM dba CT LIEN SOLUTI INVOICE#: 03542644 DATE: 10/11/2021 Cust# 507689/Searches- (UCC & Others)/Joe's Holding LLC. DE/State Lien Search
10/29/21	127.78	VENDOR: CLARIVATE ANALYTICS (COMPUMARK) INC. INVOICE#: 2021047486 DATE: 10/29/2021 Client Number: 76306/Searches-(UCC & Others)/Trademark Diligence Searches
<u>Specialized Research</u>		
10/04/21	469.50	Raber, Steven 10/04/2021 Bloomberg Law
10/04/21	36.55	Goldstein, Jason Z. 10/04/2021 Practical Law UK

GIBSON, DUNN & CRUTCHER LLP
 333 South Grand Avenue
 Los Angeles, California 90071-3197

Federal Taxpayer ID #95-1611234

November 30, 2021

Invoice No. 2021114950

Sequential Brands Group, Inc.
 Attn: Eric Gul, Esq.
 General Counsel
 601 West 26th Street, 9th Floor
 New York, NY 10001

For Services Rendered and Costs/Charges Advanced Through October 31, 2021

		Services Rendered	Costs/ Charges	Totals
90887-00016	SEC D&O KY19K2487749-A	\$ 25,868.00	\$ 22.19	\$ 25,890.19
	Totals	\$ 25,868.00	\$ 22.19	\$ 25,890.19

Current Balance Due \$ 25,890.19

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

Matter	Invoice Date	Invoice No.	Services	Costs	Balance Due
90887-00016	11/15/21	2021110199	\$ 42,458.00	\$ 150.48	\$ 42,608.48

PREVIOUS BALANCE DUE \$ 42,608.48

TOTAL OUTSTANDING BALANCE DUE \$ 68,498.67

GIBSON, DUNN & CRUTCHER LLP
333 South Grand Avenue
Los Angeles, California 90071-3197

Federal Taxpayer ID #95-1611234

November 30, 2021

Invoice No. 2021114950

REMITTANCE COPY

To ensure proper crediting, please send this copy in the enclosed envelope.

Sequential Brands Group, Inc.
 Attn: Eric Gul, Esq.
 General Counsel
 601 West 26th Street, 9th Floor
 New York, NY 10001

For Services Rendered and Costs/Charges Advanced Through October 31, 2021

		Services Rendered	Costs/ Charges	Totals
90887-00016	SEC D&O KY19K2487749-A	\$ 25,868.00	\$ 22.19	\$ 25,890.19
	Totals	\$ 25,868.00	\$ 22.19	\$ 25,890.19

Current Balance Due \$ 25,890.19

PREVIOUS INVOICE STATEMENT BALANCES OUTSTANDING:

<u>Matter</u>	<u>Invoice Date</u>	<u>Invoice No.</u>	<u>Services</u>	<u>Costs</u>	<u>Balance Due</u>
90887-00016	11/15/21	2021110199	\$ 42,458.00	\$ 150.48	\$ 42,608.48

PREVIOUS BALANCE DUE \$ 42,608.48

TOTAL OUTSTANDING BALANCE DUE \$ 68,498.67

Remit By Wire To:

Wells Fargo Bank
 333 South Grand Avenue
 Los Angeles, CA 90071-1515
 Name of account: Gibson, Dunn & Crutcher LLP
 Account No: 4600-146039
 ABA No: 121000248
 Attn: Treasury Department
 Please include the invoice number in the wire instructions.

Remit By Mail To:

Gibson, Dunn & Crutcher LLP
 PO Box 840723
 Los Angeles, CA 90084-0723

*Please enclose the remittance copy of this
 invoice with your payment in the enclosed
 Reply Envelope to ensure proper credit.*

Please note that payments received after the invoice date are not reflected.

For assistance with your account, please contact us at 213-229-7333 or cbilling@gibsondunn.com.

Invoice Date: November 30, 2021

Invoice No. 2021114950

Due and Payable Upon Receipt

Sequential Brands Group, Inc.
 Attn: Eric Gul, Esq.
 General Counsel
 601 West 26th Street, 9th Floor
 New York, NY 10001

SEC D&O
 90887-00016

For Services Rendered Through October 31, 2021

<u>NAME</u>	<u>HOURS</u>	<u>RATE</u>	<u>TOTAL</u>
MARY BETH MALONEY	18.30	\$1,325.00	\$ 24,247.50
LATOYA A. BEST	2.20	605.00	1,331.00
LAURA M. COPPOLA	0.20	675.00	135.00
LEIGH FANADY	0.30	515.00	<u>154.50</u>
Total Services			\$ 25,868.00

<u>COSTS/CHARGES</u>	<u>TOTAL</u>
DOCUMENT RETRIEVAL SERVICE	\$ 1.20
EDISCOVERY DATABASE HOSTING FEES	20.99
Total Costs/Charges	<u>22.19</u>
Total Services, Costs/Charges	25,890.19
BALANCE DUE	<u>\$ 25,890.19</u>

SEC D&O
90887-00016

Detail Services:

10/03/21			
0.20	Maloney, Mary Beth		Communications with A. Hollander re SEC litigation.
2.40	Maloney, Mary Beth		Prepare for Board presentation re settlement options.
10/07/21			
1.00	Maloney, Mary Beth		Communications with individual board members regarding strategy for SEC litigation.
10/08/21			
2.20	Best, LaToya A		Review dockets for SDNY cases SEC v. Sequential and D'Arcy v. Sequential as well as the CA Docket for the D'arcy v. Sequential matter (1.0); research re same (1.0); correspond with N. Panjshiri regarding deadlines to respond to the complaints in both matters (.2).
10/09/21			
2.10	Maloney, Mary Beth		Draft Answer to Complaint.
10/12/21			
2.50	Maloney, Mary Beth		Revise answer to complaint draft.
10/13/21			
2.80	Maloney, Mary Beth		Revise Answer to complaint draft (2.30); call with SEC re settlement (.5).
0.30	Fanady, Leigh		Pull documents for M. Maloney.
10/14/21			
2.80	Maloney, Mary Beth		Revise answer to complaint (2.0); follow-up with SEC re settlement (.80).
10/20/21			
0.60	Maloney, Mary Beth		Review and analyze order in SEC litigation.
0.20	Coppola, Laura M		Draft email to MB. Maloney re ECF notices from Southern District of New York.
10/21/21			
1.00	Maloney, Mary Beth		Conferences with counsel for individuals related to pending SEC action.
10/27/21			
1.00	Maloney, Mary Beth		Conference with SEC counsel.
10/29/21			
0.50	Maloney, Mary Beth		Call with the SEC counsel regarding settlement.

Invoice Date: November 30, 2021

Due and Payable Upon Receipt

Invoice No. 2021111591

0.40	Maloney, Mary Beth	Correspond with E. Gul regarding document production and retention.
10/31/21		
1.00	Maloney, Mary Beth	Prepare for update to Board regarding settlement (.50); draft email to M. Loseman re same (.5).

SEC D&O
90887-00016

Detail Costs/Charges:

Document Retrieval Service

09/02/21	1.20	PACER Usage September 2021
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eDiscovery Database Hosting Fees

10/26/21	20.99	October_2021-eDiscovery_Database_Hosting_Fees-C/M_90887-00016
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