

amount necessary to cure any defaults under an applicable Contract and certain other information regarding the potential assumption and assignment of Contracts in connection with a Sale Transaction; (vii) authorizing one or more Sale Transactions for a sale of the Assets free and clear of all liens, claims, interests and encumbrances, except certain permitted encumbrances as determined by the Debtors and any Buyer(s) (as defined below) for the applicable Assets, with liens to attach to the proceeds of the applicable Sale Transaction; (viii) authorizing the assumption and assignment of certain Contracts in connection with approved Sale Transactions; and (ix) granting related relief.

On October 28, 2021, the Debtors filed the *Notice of Selection of Successful Bidders and Cancellation of Auction* [Docket No. 262], thereby giving notice of the successful bidders of the Assets and the cancellation of the Auction.

On November 3, 2021, the Court entered the following orders approving certain Sale Transactions:

- an order (the “Galaxy Sale Order”) approving the Sale of the Transferred Assets (as defined in the Galaxy APA) to Gainline Galaxy Holdings LLC (“Galaxy”),² pursuant to the Galaxy APA, free and clear of liens, claims, interests and encumbrances (other than Permitted Post-Closing Encumbrances) (the “Galaxy Sale Transaction”) [Docket No. 278];
- an order (the “Centric Sale Order”) approving the Sale of the Purchased Assets (as defined in the Centric APA) to Centric Brands, LLC (“Centric Brands”) or Assignee (as defined in the Centric Sale Order), pursuant to the Centric APA, free and clear of all liens, Claims, liabilities, rights, Interests and Encumbrances (other than Permitted Encumbrances) (the “Centric Brands Sale Transaction”) [Docket No. 279];
- an order (the “With You Sale Order”) approving the Sale of the Purchased Assets (as defined in the With You APA) to With You Inc. (“With You”), pursuant to the With You APA, free and clear of any Claims, Interests or Encumbrances (including the Permitted Encumbrances set forth on Schedule 1.01 to the With You APA, but subject to other Permitted Encumbrances) (the “With You Inc. Sale Transaction”) [Docket No. 280]; and
- an order (the “William Rast Sale Order,” and together with the Galaxy Sale Order, the Centric Sale Order, and the With You Sale Order, the “Sale Orders”) approving the Sale of the Purchased Assets (as defined in the William Rast APA) to JJWHP, LLC (“JJWHP,” and together with Galaxy, Centric Brands, and With You, the “Buyers”), pursuant to the William Rast APA, free and clear of all Claims, Interests or Encumbrances (other than Permitted Encumbrances) (the “William Rast Sale Transaction”) [Docket No. 281].

In accordance with the Assumption and Assignment Procedures (as defined in the Bidding Procedures Order) and the Bidding Procedures Order, the Debtors now file this notice (the “Notice”) and provide (1) notice that the Debtors have assumed and assigned the Assumed

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the respective Sale Orders or the respective purchase agreements, as applicable.

Contracts listed in Exhibit A and Exhibits C-E and as further described below, and (2) notice that certain Assumed Contracts identified and listed on Exhibit B are designated as Rejected Identified Contracts.

A. Galaxy Sale Transaction

The Galaxy Sale Transaction was consummated on November 12, 2021 (the “Galaxy Closing Date”). In accordance with the terms of the Galaxy Sale Order and the Galaxy APA, the Debtors hereby provide notice that the Debtors have assumed and assigned to Galaxy the Assumed Contracts identified and listed on Exhibit A hereto effective as of the Galaxy Closing Date.

As of the Galaxy Closing Date, the Buyer designated those certain Assumed Contracts (identified and listed on Exhibit B hereto) as Rejected Identified Contracts³ pursuant to the Bidding Procedures Order, the Galaxy APA, and the Galaxy Sale Order.

B. Centric Brands Sale Transaction

The Centric Brands Sale Transaction was consummated on November 9, 2021 (the “Centric Brands Closing Date”). In accordance with the terms of the Centric Sale Order and the Centric APA, the Debtors hereby provide notice that the Debtors have assumed and assigned to Centric Brands or Assignee the Assumed Contracts identified and listed on Exhibit C hereto effective as of the Centric Brands Closing Date.

As of the Centric Brands Closing Date, Centric Brands or Assignee has (i) not designated any additional Contracts as Assumed Contracts and (ii) has not designated any Assumed Contracts as Excluded Contracts that will not be assigned to or otherwise acquired by Centric Brands or Assignee in accordance with the Bidding Procedures Order, the Centric APA and the Centric Sale Order.

C. With You Sale Transaction

The With You Sale Transaction was consummated on November 12, 2021 (the “With You Closing Date”). In accordance with the terms of the With You Sale Order and the With You APA, the Debtors hereby provide notice that the Debtors have assumed and assigned to With You the Assumed Contracts identified and listed on Exhibit D hereto effective as of the With You Closing Date.

As of the With You Closing Date, With You has (i) not designated any additional Contracts as Assumed Contracts and (ii) has not designated any Assumed Contracts as “excluded assets” that

³ Pursuant to section 1.5(c) of the Galaxy APA, the Buyer thereunder designated the contracts listed on Exhibit B hereto as Rejected Identified Contracts. For the avoidance of doubt, Rejected Identified Contracts are contracts that were not assumed and assigned contracts pursuant to the Galaxy APA and does not imply anything with respect to the Debtors’ future assumption, assumption and assignment and/or rejection of those contracts. The Debtors reserve all rights with respect to the contracts listed on Exhibit B hereto.

will not be assigned to or otherwise acquired by With You in accordance with the Bidding Procedures Order, the With You APA and the With You Sale Order.

D. William Rast Sale Transaction

The William Rast Sale Transaction was consummated on November 9, 2021 (the “William Rast Closing Date”). In accordance with the terms of the William Rast Sale Order and the William Rast APA, the Debtors hereby provide notice that the Debtors have assumed and assigned to JJWHP the Assumed Contracts identified and listed on Exhibit E hereto effective as of the William Rast Closing Date.

As of the William Rast Closing Date, JJWHP has (i) not designated any additional Contracts as Assumed Contracts and (ii) has not designated any Assumed Contracts as Excluded Contracts that will not be assigned to or otherwise acquired by JJWHP in accordance with the Bidding Procedures Order, the William Rast APA and the William Rast Sale Order.

E. Additional Information

This Notice is subject to the full terms and conditions of the Sale Orders and each of the purchase agreements and the Debtors urge parties in interest to review such documents in their entirety. Copies of the Sale Orders and each of the purchase agreements, in addition to any related documents that may be filed, may be obtained by accessing (a) the website of the Debtors’ noticing and claims agent, Kurtzman Carson Consultants LLC, at <http://www.kccllc.net/sqbg>., or (b) the Court’s website: <https://ecf.deb.uscourts.gov>, for a fee, through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>. The documents may also be obtained by calling the call center of the Debtors’ claims and noticing agent, Kurtzman Carson Consultants LLC, at (866) 556-7696 (U.S./Canada) or (781) 575-2048 (International).

Dated: December 2, 2021

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Timothy P. Cairns

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-and-

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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Galaxy Assumed Contracts

Galaxy Sale Transaction Assumed Contracts

GAIAM and SPRI

License Agreements

1. Consumer and Media Products License among Sequential Brands Group, Inc. and Fit for Life, LLC, dated as of May 10, 2016, as amended as of May 10, 2016, February 1, 2017, February 15, 2018, March 29, 2020, and January 18, 2021 and by the Renewal Notice dated June 20, 2020 and the Letter Agreements dated January 11, 2018 and February 15, 2018.
2. GAIAM E-Commerce License Agreement between Sequential Brands Group, Inc. and Fitness ECommerce Platform LLC, successor-in-interest to FFL.com LLC, dated as of May 10, 2016 and Consent to Assignment of License among Sequential Brands Group, Inc., FFL.Com LLC, and Fitness ECommerce Platform, dated as of May 1, 2017 and Indemnification Agreement among Sequential Brands Group, Inc., Fitness E-Commerce Platform LLC, and Fit for Life, LLC, dated as of May 1, 2017.
3. Consumer and Media Products License between Sequential Brands Group, Inc. and High Life, LLC, dated as of May 30, 2016, as amended as of July 1, 2016, July 18, 2016, February 1, 2017, and July 31, 2018, and by the Renewal Notice dated December 2, 2018.
4. Kids Apparel “GAIAM” License, between Sequential Brands Group, Inc. and M. Hidary & Company, Inc., dated as of May 10, 2016, as amended on January 2, 2018.
5. License Agreement between Gaiam Americas, Inc. and First Choice Brands, Inc. d/b/a Fit 2 Live, dated as of November 19, 2019.
6. Exclusive License between Gaiam Americas, Inc. and High Ridge Brands Inc., dated as of January 11, 2021.
7. Exclusive License between Gaiam Americas, Inc. and Daytona Apparel Group LLC, dated as of May 2021.
8. Services Agreement among Gaiam Pty Limited, Gaiam International B.V., Gaiam Shared Services Inc., and EIJV Pty Ltd, dated September 2004.
9. Shareholders Agreement among Gaiam International B.V., Gaiam Inc., EIJV Pty Ltd, and Innovations Direct Pty Limited, dated September 22, 2004, as amended on June 29, 2005 and June 30, 2010 and by the Deed of Novation, dated effective June 30, 2016.
10. Trademark Agreement between Gaiam America, Inc. and Gaia, Inc. dated September 27, 2017 and Trademark Assignment between Gaiam America, Inc. and Gaia, Inc., and letter agreement between the parties (terminating the Trademark Option Agreement), dated September 27, 2017.

11. SVOD Rights Sub-License Agreement by and between Gaiam Americas, Inc. and Gaia, Inc. dated as of July 1, 2016.
12. SVOD Rights Assignment Agreement by and between Gaiam Americas, Inc. and Gaia, Inc., dated as of July 1, 2016.
13. Intellectual Property License and Coexistence Agreement by and between Gaiam Americas, Inc. and Gaia Inc., dated as of July 1, 2016.

Settlement Agreements

1. Confidential Trademark Settlement Agreement between GAIA Herbs, Inc. and Gaiam Americas, Inc., effective as of August 28, 2020.
2. Settlement Agreement between Implus Footcare on the one hand and Sequential Brands Group, Inc. and Fit for Life, LLC on the other hand, dated August 23, 2017.
3. Indemnification Agreement among Gaiam Americas, Inc., on the one hand and Fit for Life, LLC and FFL.Com, LLC on the other hand, dated as of March 6, 2019.
4. Confidential Settlement and General Release by and among Priority Fulfillment Services, Inc. and Third Party Defendant PFSweb, Inc. on the one hand and Gaiam Americas, Inc., Fit for Life, LLC, and FFL.Com LLC on the other hand.
5. Revenue Share Agreement and Release by and among (i) Gaiam Americas, Inc. and (ii) High Life LLC, (iii) EIJV Pty Ltd, (iv) Innovations Direct Pty Ltd, and (v) Gaiam PTY LTD, dated as of November 8, 2019.
6. Settlement, Release and Licensing Agreement between Gaiam and Eclipse IP LLC, relating to inter alia, the patent infringement action filed on November 20, 2014.
7. Settlement Agreement between Gaiam and Ball Dynamics International LLC, relating to, inter alia, the patent infringement action filed on September 3, 2008.
8. Settlement and Nonexclusive Patent License Agreement between Gaiam and Orostream LLC, relating to, inter alia, the patent infringement action filed on February 23, 2015.
9. Settlement and Release Agreement between Gaiam Americas and Susan Nichols, dated as of November 13, 2008.

AND1

License Agreements

1. License Agreement between The Basketball Marketing Company, Inc. d/b/a AND 1 and Act 77 Ltd., dated August 25, 2009, as amended on December 31, 2013, June 7, 2016, November 19, 2019, and May 19, 2021.

2. License Agreement between The Basketball Marketing Company, Inc. and Supply Accessories, LLC, dated effective as of June 30, 2020, as amended on July 19, 2021.
3. And 1 License with Gem Park, between The Basketball Marketing Company and Gem Park Developments, dated December 30, 2015, as amended April 2017 and December 11, 2019.
4. License Agreement between (i) Guirenniao Co., Ltd. and Xiamen EnWan Sports Industry Company Limited and (ii) The Basketball Marketing Company, Inc. and Sequential Brands Group, Inc., dated October 10, 2016, as amended on December 14, 2016 (Supplemental Agreement) and August 2017 (Amendment No. 1); Exclusive License Authorization Certificate – Xiamen EnWan Sports Industry Company, dated October 1, 2016; Exclusive License Authorization Certificate – Guirenniao Co., Ltd., dated October 1, 2016; Letter of Authorization for the Opening and Operation of Brand Accounts, dated June 14, 2018.
5. License Agreement between Galaxy Brands, LLC and Galaxy Active LLC (f/k/a ESO Active LLC, successor-in-interest to E.S. Originals), dated as of January 1, 2014, as amended on October 10, 2016, December 2016, April 6, 2020, January 28, 2021, and April 26, 2021, and License Back Agreement dated December 2016. Letter regarding shopand1.com, dated July 21, 2015 and Consent to Assignment, dated December 29, 2020. Revenue Share Agreement between Galaxy Brands, LLC and E.S. Originals, dated as of October 10, 2016.
6. License Back Agreement between Galaxy Brands LLC and E.S. Originals Inc., dated as of October 10, 2016.
7. Amended and Restated License Agreement between Galaxy Brands LLC f/k/a Galaxy International LLC and High Life LLC, dated effective as of October 25, 2011, as amended on April 4, 2012, August 15, 2014, March 2015, October 16, 2015 (AND1 Team Sports Apparel Approval Email), May 10, 2016, June 22, 2016 (Renewal letter), September 30, 2016 (Revenue Share Agreement and Amendment), December 28, 2016 (Marketing Letter), March 1, 2017, and May 2017, August 10, 2018 (Marketing Letter), September 28, 2018 (Brand Initiatives Letter), November 13, 2020 (And1 Hats Approval Email).
8. License Agreement between Sequential Brands Group, Inc. and Lifeworks Technology Group, LLC, dated July 1, 2015, Notice of Renewal, dated December 5, 2017 and Brand Initiatives Letter, dated September 28, 2018.
9. Agreement between The Basketball Marketing Company, Inc., c/o Sequential Brands Group, Inc. and Oakbay USA LLC, dated December 31, 2016, as amended on March 15, 2019.
10. 2K Sports License Agreement between 2K Sports, Inc. and The Basketball Marketing Company, dated May 25, 2018.
11. Authorization to Use Name/Logo/Trademark/Product/Artwork by The Basketball, dated as of October 5, 2021, for the benefit of The Notic Studios Inc.

Influencer and Sponsorship Agreements

1. Sponsorship Agreement between The Basketball Marketing Company, Inc. and Ms. Betnijah Laney, dated July 1, 2021.
2. Sponsorship Agreement between Sequential Brands Group, Inc. and NP24 LLC for the services of Mr. Norman Powell, dated as of December 1, 2020.

Investment Agreement

1. Investment Agreement between 4 Quarters Documentary LLC and The Basketball Marketing Company, dated as of August 18, 2021.

Settlement Agreement

1. Settlement Agreement and Release between Galaxy Brands, LLC, American Sporting Goods Corporation and DVS Footwear International LLC and SPR Industria de Confecção S.A., dated as of June 11, 2021.

Avia

License Agreements

1. License Agreement between American Sporting Goods Corporation and Walmart Inc, and Sequential Brands Group, Inc., as guarantor, dated as of January 1, 2018.
2. License Agreement between American Sporting Goods Corporation and Jiangxi Baiying Sports Technology Co., Ltd., (Licensee, and as successor-in-interest to Beiying Sports Technology Co., Ltd.), dated February 14, 2018, as amended on December 17, 2018, October 24, 2019 (Purchase Notice), July 22, 2020 and February 9, 2021 and as of October 25, 2021, with Licensee's obligations guaranteed by New Baillun LP Sports Co., Ltd under the Guaranty, dated as of December 17, 2018.
3. Trademark License Agreement between American Sporting Goods Corporation and Galaxy Active, LLC (f/k/a ESO Active, LLC, successor-in-interest to E.S. Originals, Inc.) dated January 1, 2018, as amended on May 27, 2019, June 22, 2020, January 28, 2021, and April 26, 2021.
4. Avia License with Holmberg Brands between American Sporting Goods Corporation and Holmberg Brands Oy, dated May 27, 2019.
5. Avia and Nevados License Agreement between American Sporting Goods Corporation and Latin Shoes S.A., dated as of January 1, 2018, as amended as of June 19, 2020.
6. Avia License Agreement between American Sporting Goods Corporation and Importadora & Exportadora Rosen, S.A., dated as of December 28, 2017, as amended as of December 28, 2017, on February 2019 and June 8, 2020.
7. Avia License Agreement between American Sporting Goods Corporation and SBG Universe Brands LLC and Aiweiya (China) Limited, dated as of December 15, 2019, as amended on

February 9, 2021 and as of October 25, 2021, with Licensee's obligations guaranteed by New Baillun LP Sports Co., Ltd under the Guaranty, dated as of December 14, 2019.

8. License Agreement among Avia International, Euravia AG, and Avia Group International Inc., dated effective May 10, 1988.

Settlement Agreements

1. Confidential Settlement Agreement and Mutual Release, among Delta Galil USA, Inc. on the one hand and American Sporting Goods Corporation and Sequential Brands Group, Inc. on the other, dated as of April 21, 2021.
2. Settlement Agreement between Prologis Targeted US Logistics Fund, L.P., and American Sporting Goods Corporation, dated October 11, 2017.

Swiss Tech

Consulting Agreement

1. Consulting Agreement between Sequential Brands Group, Inc. and Galaxy Universal LLC, dated effective as of January 1, 2021, as amended.
2. Consulting Agreement between Sequential Brands Group, Inc. and Lippe Taylor Group, dated effective as of August 1, 2021.

EXHIBIT B

Galaxy Designated Contracts

Galaxy Sale Transaction Designated Contracts

Swiss Tech

License Agreement

1. Trademark License Agreement between Galaxy Brands LLC and Walmart Inc., dated September 26, 2018.

Intellectual Property

1. Undertaking Agreement between Galaxy Brands, LLC and Clarion Medical Technologies Inc., dated December 16, 2014.

Consulting Agreements

1. Licensor Agency Agreement between BH 26 Consultoria e Participacoes Ltda. And Sequential Brands Group, Inc., dated effective June 1, 2017.
2. Consulting Agreement between The Basketball Marketing Company, Inc. and Lippe Taylor Group, dated effective as of June 15, 2021.
3. Letter Agreement between Symphony Investment Partners, Inc. and Sequential Brands Group, Inc., dated as of March 28, 2018, as amended on June 29, 2020.
4. Consulting Agreement between Sequential Brands Groups, Inc. and Lippe Taylor Group, dated effective as of August 18, 2021.

EXHIBIT C

Centric Assumed Contracts

Centric Brands Sale Transaction Assumed Contracts

1. Sportswear and Jeanswear License Agreement, between Sequential Brands Group, Inc. and Centric West LLC (as successor via assignment), dated as of September 11, 2015, as amended on September 26, 2016, December 13, 2016, November 17, 2017, and February 16, 2021.
2. License Agreement between Joe's Holdings, LLC and International Design Group, dated as of January 1, 2017, as amended on March 3, 2020.
3. Trademark Agreement between Sequential Brands Group, Inc. and Star Denim Sales, LLC, dated as of March 24, 2017, as amended on October 16, 2017 and August 11, 2020 and Guaranty issued by 5 Star Apparel LLC in favor of Sequential Brands Group, Inc. dated March 24, 2017.
4. License Agreement by and among Brixton, LLC, Joe's Jeans, Inc. and Joe's Jeans Subsidiary, Inc., dated as of October 11, 2020.
5. License Agreement by and between Joe's Holdings, LLC and Bellevue Brands, Inc., dated as of November 1, 2018.
6. License Agreement by and between Joe's Holdings, LLC and Bespoke Fashion LLC, dated as of July 25, 2018.
7. License Agreement by and between Joe's Holdings, LLC and ACI International, dated as of September 1, 2016, as amended on November 29, 2018, and Settlement Agreement and Mutual General Release and Amendment to License Agreement by and Joe's Holdings, LLC and ACI International, dated as of June 29, 2021.¹
8. Exclusive License Agreement between Joe's Holdings, LLC and Burma Bibas LLC, dated as of January 30, 2018.²
9. License Agreement by and between Joe's Holdings, LLC and BMG Import Exports Inc., dated as of January 2, 2018³

¹ This agreement was terminated as of June 29, 2021. The Licensee has outstanding sell off rights thereunder until December 31, 2021.

² This agreement was terminated as of June 30, 2021. The Licensee has outstanding sell off rights thereunder for a period of 120 days from the expiration date.

³ This agreement was terminated as of June 30, 2021. The Licensee has outstanding sell off rights thereunder for a period of 90 days from the expiration date.

EXHIBIT D

With You Assumed Contracts

With You Sale Transaction Assumed Contracts

1. Creative Services Agreement, dated as of April 2, 2015 by and between Sequential Brands Group, Inc. and Ms. Tina Simpson, as amended on June 25, 2018 and by the email amendments dated April 3, 2020, July 17, 2020, September 30, 2020, December 29, 2020, and August 3, 2021.
2. Amended and Restated Operating Agreement, dated as of April 8, 2015, by and between Sequential Brands Group, Inc. and With You, Inc., as amended on April 1, 2019.

EXHIBIT E

William Rast Assumed Contracts

William Rast Sale Transaction Assumed Contracts

License Agreements

1. Exclusive License by and between Omega Apparel Ltd. and William Rast Licensing, LLC, dated as of August 12, 2020.
2. Exclusive License by and between Millennium Apparel Group LLC and William Rast Licensing, LLC dated as of September 30, 2020.
3. License Agreement between William Rast Licensing, LLC (as successor in interest to One Jeanswear Group, Inc.) and The TJX Companies, Inc., dated as of November 1, 2018.
4. Letter Agreement by and between The TJX Companies, Inc. and William Rast Licensing, LLC dated as of July 18, 2019.
5. Exclusive License by and between Royal Individual, Inc. and William Rast Licensing, LLC dated as of August 7, 2019.
6. Exclusive License by and between Bellevue Brands, Inc. and William Rast Licensing, LLC dated as of August 2018.
7. Exclusive License by and between Yoki Fashion International LLC and William Rast Licensing, LLC dated as of June 12, 2019.
8. Settlement Agreement by and between ASICS Corporation and William Rast Licensing, LLC dated as of September 2013.
9. Letter addressed to One Jeanswear Group by Levi Strauss & Company (“Levi”), dated August 30, 2017, and letter addressed to Levi by One Jeanswear Group, dated September 5, 2017.

Marketing Arrangements

1. Seller has an arrangement with Dash Hudson Inc. (“Dash Hudson”) for the provision of certain social media-related services. Seller has already prepaid the amounts owed to Dash Hudson for the entire term, which expires on March 14, 2022. The monthly subscription fee under this arrangement is \$900 and the aggregate amount attributable to the William Rast brand and payable to Seller for the remainder of the term is between \$3500 and \$4,500.
2. Seller has an arrangement with Squarespace pursuant to which Squarespace receives an annual fee of approximately \$216 to run a website.