

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

Objection Deadline: May 11, 2022 at 4:00 p.m.  
Hearing Date: To be scheduled

**SECOND QUARTERLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM NOVEMBER 1, 2021 THROUGH JANUARY 31, 2022**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective <i>nunc pro tunc</i> to August 31, 2021 by order signed on or about October 4, 2021
Period for which Compensation and Reimbursement is Sought:	November 1, 2021 through January 31, 2022
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$140,631.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 1,002.00
Rates are Higher than those Approved or Disclosed at Retention? Yes___ No___ If yes, Total Compensation Sought Using Rates Disclosed in Retention Application:	No
Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed:	\$0.00

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), TBM Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe's Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), G. Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors' corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.



Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed:	\$0.00
Number of Professionals Included in this Application:	11
If Applicable, Number of Professionals in this Application not Included in Staffing Plan Approved by Client:	0
If Applicable, Difference Between Fees Budgeted and Compensation Sought for this Period:	(\$16,494.00)
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period:	8

This is a: ☐ monthly ☒ interim ☐ final application.

The total time expended for fee application preparation is approximately 2.0 hours and the corresponding compensation requested is approximately \$800.00.

**PRIOR APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
01/11/22	08/31/21 – 09/30/21	\$130,911.00	\$40,968.44	\$104,728.80	\$40,968.44
02/01/22	10/01/21 – 10/31/21	\$ 53,573.00	\$ 969.25	\$ 42,858.40	\$ 969.25
02/22/22	11/01/21 – 11/30/21	\$ 34,649.00	\$ 476.00	\$ 27,719.20	\$ 476.00
03/18/22	12/01/21 – 12/31/21	\$ 50,326.00	\$ 148.40	\$ 40,260.80	\$ 148.40
	01/01/22 – 01/31/22	\$ 55,656.00	\$ 377.60	Pending	Pending

**PSZ&J PROFESSIONALS**

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,575.00 \$1,445.00	10.50 24.70	\$16,537.50 \$35,691.50
Mary F. Caloway	Of Counsel 2020; Member of DE Bar since 1990	\$1,095.00	0.10	\$ 109.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 995.00 \$ 875.00	30.20 48.40	\$30,049.00 \$42,350.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$ 925.00	4.80	\$ 4,440.00
Elizabeth C. Thomas	Paralegal 2016	\$ 495.00 \$ 460.00	5.50 10.50	\$ 2,722.50 \$ 4,830.00
Patricia E. Cuniff	Paralegal 2000	\$ 460.00	0.40	\$ 184.00
Cheryl A. Knotts	Paralegal 2000	\$ 460.00 \$ 425.00	2.60 0.20	\$ 1,196.00 \$ 85.00
Andrea R. Paul	Case Management Assistant 2001	\$ 395.00 \$ 375.00	1.50 0.70	\$ 592.50 \$ 262.50
Sheryle L. Pitman	Case Management Assistant 2001	\$ 395.00	0.30	\$ 118.50
Charles J. Bouzoukis	Case Management Assistant 2001	\$ 375.00	3.50	\$ 1,312.50
Karen S. Neil	Case Management Assistant 2003	\$ 375.00	0.40	\$ 150.00

**Grand Total: \$140,631.00**  
**Total Hours: 144.30**  
**Blended Rate: \$974.57**

**COMPENSATION BY CATEGORY**

<b>Project Categories</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis/Recovery	0.30	\$ 148.50
Asset Disposition	7.90	\$ 7,145.00
Bankruptcy Litigation	21.90	\$21,556.00
Case Administration	10.10	\$ 4,563.50
Claims Admin./Objections	3.20	\$ 4,496.00
Compensation of Professional	8.40	\$ 6,713.00
Compensation of Prof./Others	8.90	\$ 8,076.50
Employee Benefit/Pension	1.40	\$ 1,225.00
Executory Contracts	3.10	\$ 2,660.50
Financial Filings	12.40	\$11,566.00
Financing	4.30	\$ 4,974.50
Insurance Coverage	3.80	\$ 3,667.00
Plan & Disclosure Statement	44.60	\$50,694.50
Stay Litigation	14.00	\$13,145.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider<sup>2</sup> (if applicable)</b>	<b>Total Expenses</b>
Court Research	Pacer	\$359.50
Reproduction Expense		\$ 5.30
Reproduction/ Scan Copy		\$637.20

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<sup>2</sup> PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
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SEQUENTIAL BRANDS GROUP, INC., *et al.*,<sup>1</sup> ) Case No. 21-11194 (JTD)  
 )  
 ) (Jointly Administered)  
Debtors. )  
Objection Deadline: May 11, 2022 at 4:00 p.m.  
Hearing Date: To be scheduled

**SECOND QUARTERLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
OF PACHULSKI STANG ZIEHL & JONES LLP, AS  
CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM NOVEMBER 1, 2021 THROUGH JANUARY 31, 2022**

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 (collectively, the “Bankruptcy Rules”), and the “Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals,” signed on or about October 4, 2021 (“Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), Co-Counsel for the Debtors and Debtors in Possession, hereby submits its Second Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from November 1, 2021 through January 31, 2022 (the “Application”).

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), TBM Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), G. Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

By this Application PSZ&J seeks an interim allowance of compensation in the amount of \$140,631.00 and actual and necessary expenses in the amount of \$1,002.00 for a total allowance of \$141,633.00 and payment of the unpaid amount of such fees and expenses for the period November 1, 2021 through January 31, 2022 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows.

### **Background**

1. On August 31, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On or about October 4, 2021, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty-one (21) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period ending October 31, 2021 and at three-month intervals thereafter or such other

intervals convenient to the Court, each of the Professionals may file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZ&J, as Co-Counsel for the Debtors and Debtors in Possession, was approved effective *nunc pro tunc* to August 31, 2021 by this Court's "Order Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date," signed on or about October 4, 2021 (the "Retention Order"). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

5. Attorneys retained pursuant to sections 327, or 363 or 1103 of the Bankruptcy Code (other than Ordinary Course Professionals) must comply with certain requirements of the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases (the "Revised UST Guidelines"). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to these cases: Exhibit "A", Customary and Comparable Compensation Disclosures with Fee Applications; Exhibit "B", Summary of Timekeepers Included in this Fee Application, Exhibit "C-1", Budget; Exhibit "C-2", Staffing Plan; Exhibit "D-1", Summary of

Compensation Requested by Project Category; Exhibit “D-2”, Summary of Expense Reimbursement Requested by Category; and Exhibit “E”, Summary Cover Sheet of Fee Application.

**PSZ&J’s APPLICATION FOR COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES**

**Compensation Paid and Its Source**

6. The monthly fee applications (the “Monthly Fee Applications”) for the period November 1, 2021 through January 31, 2022 of PSZ&J have been filed and served pursuant to the Administrative Order.

7. On February 22, 2022, PSZ&J filed its Third Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from November 1, 2021 through November 30, 2021 (the “Third Monthly Fee Application”) requesting \$34,649.00 in fees and \$476.00 in expenses. PSZ&J has not received any payment of fees or expenses requested in the Third Monthly Fee Application. A true and correct copy of the Third Monthly Fee Application is attached hereto as Exhibit F.

8. On March 18, 2022, PSZ&J filed its Fourth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from December 1, 2021 through December 31, 2021 (the “Fourth Monthly Fee Application”) requesting \$50,326.00 in fees and \$148.40 in expenses. PSZ&J has not received any payment of fees or expenses



requested in the Fourth Monthly Fee Application. A true and correct copy of the Fourth Monthly Fee Application is attached hereto as Exhibit G.

9. On April 19, 2022, PSZ&J filed its Fifth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the Period from January 1, 2022 through January 31, 2022 (the “Fifth Monthly Fee Application”) requesting \$55,656.00 in fees and \$377.60 in expenses. The Fifth Monthly Fee Application is pending. A true and correct copy of the Fifth Monthly Fee Application is attached hereto as Exhibit H.

10. The Monthly Fee Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by PSZ&J during the periods covered by such applications as well as other detailed information required to be included in fee applications.

### **Requested Relief**

11. By this Application, PSZ&J requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by PSZ&J during the Interim Period of November 1, 2021 through January 31, 2022.

12. At all relevant times, PSZ&J has not represented any party having an interest adverse to these cases.

13. All services for which PSZ&J requests compensation were performed for or on behalf of the Debtors.

14. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J has received payments from the Debtors during the year prior to the Petition Date in the amount of \$350,000 in connection with the preparation of initial documents and the prepetition representation of the Debtors. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to PSZ&J was credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court in accordance with the Bankruptcy Code.

15. The professional services and related expenses for which PSZ&J requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of PSZ&J's professional responsibilities as attorneys for the Debtors in these chapter 11 cases. PSZ&J's services have been necessary and beneficial to the Debtors and their estates, the creditors and other parties in interest.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (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 the Bankruptcy Code. Moreover, PSZ&J has reviewed the

requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

**Statement from PSZJ**

17. Pursuant to the Appendix B Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed under the United States Code by Attorneys in Larger Chapter 11 Cases, PSZ&J responds to the following questions regarding the Application:

<b>Question</b>	<b>Yes</b>	<b>No</b>	<b>Additional Explanation or Clarification</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.		No	
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application higher by 10% or more, did you discuss the reasons for the variation with the client?		N/A	
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?		No	
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?	Yes		1.20 hours were spent reviewing/revising invoices in connection with preparation of fee applications for a total of \$552.00
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.		No	

<p>If the fee application includes any rate increases since retention in these Cases:</p> <p>i. Did your client review and approve those rate increases in advance?</p> <p>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?</p>		N/A	
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**WHEREFORE**, PSZ&J respectfully requests that the Court enter an order, in the form attached hereto, providing that an interim allowance be made to PSZ&J for the period from November 1, 2021 through January 31, 2022 in the sum of \$140,631.00, as compensation for necessary professional services rendered, and the sum of \$1,002.00, for reimbursement of actual necessary costs and expenses, for a total of \$141,633.00; that the Debtors be authorized and directed to pay to PSZ&J the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: April 20, 2022

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

Laura Davis Jones (Bar No. 2436)

Timothy P. Cairns (Bar No. 4228)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19899 (Courier 19801)

Tel: (302) 652-4100

Fax: (302) 652-4400

Email: [ljones@pszjlaw.com](mailto:ljones@pszjlaw.com)

[tcairns@pszjlaw.com](mailto:tcairns@pszjlaw.com)

Co-Counsel for the Debtors and Debtors in Possession

**DECLARATION**

STATE OF DELAWARE       :  
   :  
COUNTY OF NEW CASTLE  :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

a)       I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b)       I am familiar with the work performed on behalf of the debtors and debtors in possession by the lawyers and paraprofessionals of PSZ&J.

c)       I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 4, 2021 and submit that the Application substantially complies with such Rule and Order.

/s/ Laura Davis Jones  
Laura Davis Jones

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

In re:	x	
	:	Chapter 11
	:	
SEQUENTIAL BRANDS GROUP, INC., <i>et</i>	:	Case No. 21-11194 (JTD)
<i>al.</i> , <sup>1</sup>	:	
	:	(Jointly Administered)
Debtors.	:	
	:	<b>Objection Deadline: May 11, 2022 at 4:00 p.m. (ET)</b>
	x	<b>Hearing Date: To be scheduled.</b>

**NOTICE OF FEE APPLICATION**

**PLEASE TAKE NOTICE** that on April 20, 2022, Pachulski Stang Ziehl & Jones LLP, counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed and served the *Second Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession for the Period from November 1, 2021 through January 31, 2022* (the “Application”) seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$140,631.00 and reimbursement for actual and necessary expenses in the amount of \$1,002.00. A copy of the Application is attached hereto.

**PLEASE TAKE FURTHER NOTICE** that objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), TBM Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), G. Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

“Court”), on or before **May 11, 2022, at 4:00 p.m. Prevailing Eastern Time.**

The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on October 4, 2021 [Docket No. 163] (the “Administrative Order”).

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) the attorneys for the Debtors (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Scott J. Greenberg ([sgreenberg@gibsondunn.com](mailto:sgreenberg@gibsondunn.com)), Joshua K. Brody ([jbrody@gibsondunn.com](mailto:jbrody@gibsondunn.com)), and Jason Z. Goldstein ([jgoldstein@gibsondunn.com](mailto:jgoldstein@gibsondunn.com))) and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17<sup>th</sup> Floor, Wilmington, DE 19801 (Attn: Laura Davis Jones ([ljones@pszjlaw.com](mailto: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](mailto:rschwartz@kslaw.com)) and Peter Montoni ([pmontoni@kslaw.com](mailto:pmontoni@kslaw.com))), 110 N. Wacker Drive, Suite 3800, Chicago, IL 60606 (Attn: Lindsey Hendrickson ([lhendrickson@kslaw.com](mailto:lhendrickson@kslaw.com)) and R. Jacob Jumbeck ([jjumbeck@kslaw.com](mailto:jjumbeck@kslaw.com))), and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16<sup>th</sup> Floor, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Robert J. Dehney ([rdehney@morrisnichols.com](mailto:rdehney@morrisnichols.com)), Andrew R. Remming ([aremming@morrisnichols.com](mailto:aremming@morrisnichols.com)), and Tama K. Mann ([tmann@morrisnichols.com](mailto: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](mailto: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 02110-1726 (Attn: Julie Frost-Davis ([Julia.frost-davies@morganlewis.com](mailto:Julia.frost-davies@morganlewis.com)) and Christopher L. Carter ([Christopher.carter@morganlewis.com](mailto:Christopher.carter@morganlewis.com))),

and (b) Robinson & Cole LLP, 1201 N. Market Street, Suite 1406, Wilmington, DE 19801 (Attn: Jamie L. Edmonson ([jedmonson@rc.com](mailto:jedmonson@rc.com)) and James L. Lanthrop ([jlanthrop@rc.com](mailto:jlanthrop@rc.com))), 1650 Market Street, Suite 3600, Philadelphia, PA 19103 (Attn: Rachel Jaffe Mauceri ([rmauceri@rc.com](mailto: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](mailto:dabbott@morrisnichols.com)), Curtis S. Miller ([cmiller@morrisnichols.com](mailto:cmiller@morrisnichols.com)), Paige N. Topper ([ptopper@morrisnichols.com](mailto: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](mailto:dwozniak@jamesbatesllp.com))); and (vi) counsel to any Committee appointed in these cases.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE APPLICATION WILL BE HELD ON A DATE TO BE DETERMINED BEFORE THE HONORABLE JOHN T. DORSEY, UNITED STATES BANKRUPTCY JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, FIFTH FLOOR, COURTROOM 5, WILMINGTON, DELAWARE 19801.**



Dated: April 20, 2022

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Timothy P. Cairns

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

-and-

**GIBSON, DUNN & CRUTCHER LLP**

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

*Counsel to the Debtors and Debtors in Possession*

# **EXHIBIT A**

## **Customary and Comparable Compensation Disclosures with Fee Applications**

**EXHIBIT A****CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS**

(See Guidelines C.3. for definitions of terms used in this Exhibit.)

CATEGORY OF TIMEKEEPER (using categories already maintained by the firm)		BLENDED HOURLY RATE	
		BILLED OR COLLECTED Firm or offices for preceding year, excluding bankruptcy*	BILLED In this fee application
	Sr./Equity Partner/Shareholder	\$1,050.00	\$1,095.15
	Of Counsel	\$950.00	\$ 928.47
	Associate (4-6 years since first admission)	\$750.00	\$ 0.00
	Law Library Director	\$450.00	\$ 0.00
	Paralegal	\$450.00	\$ 469.66
	Case Management Assistants	\$300.00	\$ 380.63
	All timekeepers aggregated	\$950.00**	\$ 974.57

\* Represents approximate blended hourly rate. Non-estate work for PSZ&J represents a de minimis amount of the Firm's revenues as the Firm's engagements are primarily on behalf of debtors, official committees, and other estate-billed constituencies. For fiscal year ending 2019, non-estate work represented approximately 4-5% of the Firm's revenues, and in 2020, non-estate work represented approximately 5-7% of the Firm's revenues. It is expected that non-estate work in 2021 will represent approximately 5-8% of the Firm's revenues

\*\*Represents an estimate for the aggregate blended hourly rate for all timekeepers on non-estate work.

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim

# **EXHIBIT B**

## **Summary of Timekeepers Included in this Fee Application**

NAME	TITLE OR POSITION	DEPARTMENT GROUP OR SECTION	DATE OF FIRST ADMISSION <sup>1</sup>	HOURS BILLED IN THIS APPLICATION	FEES BILLED IN THIS APPLICATION	HOURLY RATE BILLED		NUMBER OF RATE INCREASES SINCE CASE INCEPTION
						IN THIS APPLICATION	IN FIRST INTERIM APPLICATION	
Laura Davis Jones	Partner	Bankruptcy	1986	10.50	\$16,537.50	\$1,575.00	\$1,445.00	1
Laura Davis Jones	Partner	Bankruptcy	1986	24.70	\$35,691.50	\$1,445.00	\$1,445.00	0
Mary F. Caloway	Of Counsel	Bankruptcy	1990	0.10	\$ 109.50	\$1,095.00	\$1,095.00	0
Timothy P. Cairns	Partner	Bankruptcy	2002	30.20	\$30,049.00	\$ 995.00	\$ 875.00	1
Timothy P. Cairns	Partner	Bankruptcy	2002	48.40	\$42,350.00	\$ 875.00	\$ 875.00	0
William L. Ramseyer	Of Counsel	Bankruptcy	1989	4.80	\$ 4,440.00	\$ 925.00	\$0.00	0
Elizabeth C Thomas	Paralegal	Bankruptcy	N/A	5.50	\$ 2,722.50	\$ 495.00	\$ 460.00	1
Elizabeth C Thomas	Paralegal	Bankruptcy	N/A	10.50	\$ 4,830.00	\$ 460.00	\$ 460.00	0
Patricia E. Cuniff	Paralegal	Bankruptcy	N/A	0.40	\$ 184.00	\$ 460.00	\$0.00	0
Cheryl A. Knotts	Paralegal	Bankruptcy	N/A	2.60	\$ 1,196.00	\$ 460.00	\$0.00	1
Cheryl A. Knotts	Paralegal	Bankruptcy	N/A	0.20	\$ 85.00	\$ 425.00	\$ 425.00	0
Andrea R. Paul	Case Mgmt. Assist	Bankruptcy	N/A	1.50	\$ 592.50	\$ 395.00	\$0.00	1
Andrea R. Paul	Case Mgmt. Assist	Bankruptcy	N/A	0.70	\$ 262.50	\$ 375.00	\$ 375.00	0
Sheryle L. Pitman	Case Mgmt. Assist	Bankruptcy	N/A	0.30	\$ 118.50	\$ 395.00	\$0.00	0
Charles J. Bouzoukis	Case Mgmt. Assist	Bankruptcy	N/A	3.50	\$ 1,312.50	\$ 375.00	\$0.00	0
Karen S. Neil	Case Mgmt. Assist	Bankruptcy	N/A	0.40	\$ 150.00	\$ 375.00	\$ 375.00	0
Total:				144.30	\$140,631.00			

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim

<sup>1</sup> If applicable.

# **EXHIBIT C-1**

## **Budget**

**EXHIBIT C-1**  
**BUDGET**

If the parties consent or the court so directs, a budget approved by the client in advance should generally be attached to each interim and final fee application filed by the applicant. If the fees sought in the fee application vary by more than 10% from the budget, the fee application should explain the variance. See Guidelines ¶ C.8. for project category information.

<b>PROJECT CATEGORY</b>	<b>HOURS BUDGETED<sup>1</sup></b>	<b>FEES BUDGETED</b>
Asset Analysis/Recovery	0.00	\$ 0.00
Asset Disposition	10.00	\$ 9,750.00
Bankruptcy Litigation	20.00	\$19,500.00
Case Administration	15.00	\$ 6,000.00
Claims Admin./Objections	10.00	\$ 9,750.00
Compensation of Professional	10.00	\$ 9,750.00
Compensation of Prof./Others	10.00	\$ 9,750.00
Employee Benefit/Pension	0.00	\$ 0.00
Executory Contracts	5.00	\$ 4,875.00
Financial Filings	10.00	\$ 9,750.00
Financing	5.00	\$ 4,875.00
Insurance Coverage	5.00	\$ 4,875.00
Plan & Disclosure Statement	50.00	\$48,750.00
Stay Litigation	20.00	\$19,500.00
<b>Total</b>	<b>170.00</b>	<b>\$157,125.00</b>

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim

<sup>1</sup> If applicable.

# **EXHIBIT C-2**

## **Staffing Plan**



**EXHIBIT C-2****STAFFING PLAN**

If the parties consent or the court so directs, a staffing plan approved by the client in advance should generally be attached to each interim and final fee application filed by the applicant. If the fees are sought in the fee application for a greater number of professionals than identified in the staffing plan, the fee application should explain the variance.

	<b>CATEGORY OF TIMEKEEPER <sup>1</sup> (using categories maintained by the firm)</b>	<b>NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD</b>	<b>AVERAGE HOURLY RATE</b>
	Sr./Equity Partner/Shareholder	2	\$1,095.15
	Of Counsel	2	\$ 928.47
	Associates	0	\$ 0.00
	Law Library Director	0	\$ 0.00
	Paralegal/Assistant/Other	3	\$ 469.66
	Case Management Assistants	4	\$ 380.63

<sup>1</sup> As an alternative, firms can identify attorney timekeepers by years of experience rather than category of attorney timekeeper: 0-3, 4-7, 8-14, and 15+. Non-attorney timekeepers, such as paralegals, should be identified by category.

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim

# **EXHIBIT D-1**

## **Summary of Compensation Requested by Project Category**

PROJECT CATEGORY	HOURS BUDGETED <sup>1</sup>	FEES BUDGETED	HOURS BILLED	FEES SOUGHT
Asset Analysis/Recovery	0.00	\$ 0.00	0.30	\$ 148.50
Asset Disposition	10.00	\$ 9,750.00	7.90	\$ 7,145.00
Bankruptcy Litigation	20.00	\$19,500.00	21.90	\$21,556.00
Case Administration	15.00	\$ 6,000.00	10.10	\$ 4,563.50
Claims Admin./Objections	10.00	\$ 9,750.00	3.20	\$ 4,496.00
Compensation of Professional	10.00	\$ 9,750.00	8.40	\$ 6,713.00
Compensation of Prof./Others	10.00	\$ 9,750.00	8.90	\$ 8,076.50
Employee Benefit/Pension	0.00	\$ 0.00	1.40	\$ 1,225.00
Executory Contracts	5.00	\$ 4,875.00	3.10	\$ 2,660.50
Financial Filings	10.00	\$ 9,750.00	12.40	\$11,566.00
Financing	5.00	\$ 4,875.00	4.30	\$ 4,974.50
Insurance Coverage	5.00	\$ 4,875.00	3.80	\$ 3,667.00
Plan & Disclosure Statement	50.00	\$48,750.00	44.60	\$50,694.50
Stay Litigation	20.00	\$19,500.00	14.00	\$13,145.00
<b>Total</b>	<b>170.00</b>	<b>\$157,125.00</b>	<b>144.30</b>	<b>\$140,631.00</b>

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim

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<sup>1</sup> If applicable.

## **EXHIBIT D-2**

### **Summary of Expense Reimbursement Requested by Category**

**EXHIBIT D -2**

**SUMMARY OF EXPENSE REIMBURSEMENT REQUESTED BY CATEGORY**

(See Guidelines C.8. for project category information.)

<b>Expense Category</b>	<b>Total Expenses</b>
Court Research	\$359.50
Reproduction Expense	\$ 5.30
Reproduction/ Scan Copy	\$637.20
<b>Total:</b>	<b>\$1,002.00</b>

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim

# **EXHIBIT E**

## **Summary Cover Sheet of Fee Application**

**EXHIBIT E**  
**SUMMARY COVER SHEET OF FEE APPLICATION**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Name of client:	Sequential Brands Group, Inc. et al.
Time period covered by this application:	November 1, 2021 through January 31, 2022
Total compensation sought this period:	\$140,631.00
Total expenses sought this period:	\$ 1,002.00
Petition date:	August 31, 2021
Retention date:	Nunc Pro Tunc to August 31, 2021
Date of order approving employment:	October 4, 2021
Total fees approved by interim order to date:	\$0.00
Total expenses approved by interim order to date:	\$0.00
Total allowed fees paid to date:	\$0.00
Total allowed expenses paid to date:	\$0.00
Blended rate in this application for all attorneys:	\$1,088.27
Blended rate in this application for all timekeepers:	\$ 974.57
Fees sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
Number of professionals included in this application:	11
If applicable, number of professionals in this application not included in staffing plan approved by client:	N/A
If applicable, difference between fees budgeted and compensation sought for this period:	(\$16,494.00)

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Number of professionals billing fewer than 15 hours to the case during this period	8
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No

Case Name: Sequential Brands Group, Inc., et al.

Case Number: 21-11194 (JTD)

Applicant's Name: Pachulski Stang Ziehl & Jones LLP

Date of Application: 4/20/2022

Interim or Final Interim



”

# EXHIBIT F

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 )  
 SEQUENTIAL BRANDS GROUP, INC., *et al.*,<sup>1</sup> ) Case No. 21-11194 (JTD)  
 )  
 ) (Jointly Administered)  
 Debtors. )  
 )  
 Objection Deadline: March 15, 2022 at 4:00 p.m.  
 Hearing Date: To be scheduled if necessary

**THIRD MONTHLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective <i>nunc pro tunc</i> to August 31, 2021 by order signed on or about October 4, 2021
Period for which Compensation and Reimbursement is Sought:	November 1, 2021 through November 30, 2021
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$34,649.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 476.00

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for fee application preparation is approximately 2.0 hours  
and the corresponding compensation requested is approximately \$800.00.

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), The Basketball Marketing Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe's Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), Gaiam Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors' corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

**PRIOR APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
01/11/22	08/31/21 – 09/30/21	\$130,911.00	\$40,968.44	\$104,728.80	\$40,968.44
02/01/22	10/01/21 – 10/31/21	\$ 53,573.00	\$ 969.25	Pending	Pending

**PSZ&J PROFESSIONALS**

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,445.00	9.40	\$13,583.00
Mary F. Caloway	Of Counsel 2020; Member of DE Bar since 1990	\$1,095.00	0.10	\$ 109.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 875.00	19.40	\$16,975.00
Elizabeth C. Thomas	Paralegal 2016	\$ 460.00	7.90	\$ 3,634.00
Cheryl A. Knotts	Paralegal 2000	\$ 425.00	0.20	\$ 85.00
Andrea R. Paul	Case Management Assistant 2001	\$ 375.00	0.70	\$ 262.50

**Grand Total:       \$34,649.00**  
**Total Hours:       37.70**  
**Blended Rate:       \$919.07**

**COMPENSATION BY CATEGORY**

<b>Project Categories</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Disposition	6.30	\$ 5,786.50
Bankruptcy Litigation	12.80	\$12,028.50
Case Administration	3.10	\$ 1,426.00
Claims Admin./Objections	1.40	\$ 1,817.00
Compensation of Prof./Others	3.50	\$ 3,337.00
Employee Benefit/Pension	1.40	\$ 1,225.00
Executory Contracts	2.80	\$ 2,398.00
Financial Filings	2.90	\$ 2,511.50
Plan & Disclosure Statement	2.50	\$ 3,327.50
Stay Litigation	1.00	\$ 792.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider<sup>2</sup> (if applicable)</b>	<b>Total Expenses</b>
Court Research	Pacer	\$229.80
Reproduction/ Scan Copy		\$246.20

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<sup>2</sup> PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 )  
SEQUENTIAL BRANDS GROUP, INC., *et al.*,<sup>1</sup> ) Case No. 21-11194 (JTD)  
 )  
 ) (Jointly Administered)  
Debtors. )  
 )  
Objection Deadline: March 15, 2022 at 4:00 p.m.  
Hearing Date: To be scheduled if necessary

**THIRD MONTHLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

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 (collectively, the “Bankruptcy Rules”), and the “Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals,” signed on or about October 4, 2021 (“Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), Co-Counsel for the Debtors and Debtors in Possession, hereby submits its Third Monthly Application for Compensation and for Reimbursement of Expenses for the Period from November 1, 2021 through November 30, 2021 (the “Application”).

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), The Basketball Marketing Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), Gaiam Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

By this Application PSZ&J seeks a monthly interim allowance of compensation in the amount of \$34,649.00 and actual and necessary expenses in the amount of \$476.00 for a total allowance of \$35,125.00 and payment of \$27,719.20 (80% of the allowed fees) and reimbursement of \$476.00 (100% of the allowed expenses) for a total payment of \$28,195.20 for the period November 1, 2021 through November 30, 2021 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows:

### **Background**

1. On August 31, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On or about October 4, 2021, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty-one (21) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning

with the period ending October 31, 2021 and at three-month intervals thereafter or such other intervals convenient to the Court, each of the Professionals may file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZ&J, as Co-Counsel for the Debtors and Debtors in Possession, was approved effective *nunc pro tunc* to August 31, 2021 by this Court's "Order Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date," signed on or about October 4, 2021 (the "Retention Order"). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

### **PSZ&J's APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

#### **Compensation Paid and Its Source**

5. All services for which PSZ&J requests compensation were performed for or on behalf of the Debtors.

6. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J has received

payments from the Debtors during the year prior to the Petition Date in the amount of \$350,000 in connection with the preparation of initial documents and the prepetition representation of the Debtors. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to PSZ&J was credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court in accordance with the Bankruptcy Code.

### **Fee Statements**

7. The fee statements for the Interim Period are attached hereto as Exhibit A. These statements contain daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period. To the best of PSZ&J's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code and the Bankruptcy Rules. PSZ&J's time reports are initially handwritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZ&J is particularly sensitive to issues of "lumping" and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZ&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZ&J has reduced its charges related to any non-working "travel time" to fifty percent (50%) of PSZ&J's standard hourly rate. To the extent it is feasible, PSZ&J professionals attempt to work during travel.



### **Actual and Necessary Expenses**

8. A summary of actual and necessary expenses incurred by PSZ&J for the Interim Period is attached hereto as part of Exhibit A. PSZ&J customarily charges \$0.10 per page for photocopying expenses related to cases, such as these, arising in Delaware. PSZ&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZ&J summarizes each client's photocopying charges on a daily basis.

9. PSZ&J charges \$.25 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZ&J's calculation of the actual costs incurred by PSZ&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZ&J does not charge the Debtors for the receipt of faxes in these cases.

10. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), PSZ&J charges the standard usage rates these providers charge for computerized legal research. PSZ&J bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZ&J is passed on to the client.

11. PSZ&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZ&J believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the

ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

12. The names of the partners and associates of PSZ&J who have rendered professional services in these cases during the Interim Period, and the paralegals and case management assistants of PSZ&J who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit A.

13. PSZ&J, by and through such persons, has prepared and assisted in the preparation of various motions and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with the Debtors' bankruptcy cases, and performed all necessary professional services which are described and narrated in detail below. PSZ&J's efforts have been extensive due to the size and complexity of the Debtors' bankruptcy cases.

### **Summary of Services by Project**

14. The services rendered by PSZ&J during the Interim Period can be grouped into the categories set forth below. PSZ&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category,

along with the number of hours for each individual and the total compensation sought for each category.

**A. Asset Disposition**

15. This category relates to work regarding sales and other asset disposition issues. During the Interim Period, the Firm, among other things: (1) reviewed and analyzed testimony issues related to a sale hearing; (2) performed research; (3) performed work regarding sale orders; and (4) corresponded and conferred regarding asset disposition issues.

Fees: \$5,786.50; Hours: 6.30

**B. Bankruptcy Litigation**

16. This category relates to work regarding motions and adversary proceedings in the Bankruptcy Court. During the Interim Period, the Firm, among other things: (1) performed work regarding Agenda Notices and Hearing Binders; (2) attended to scheduling issues; (3) performed work regarding a motion and order to extend the removal deadline; (4) reviewed and analyzed issues regarding a notice of address change; and (5) corresponded regarding bankruptcy litigation issues.

Fees: \$12,028.50; Hours: 12.80

**C. Case Administration**

17. This category relates to work regarding administration of this case. During the Interim Period, the Firm, among other things, maintained a memorandum of critical dates.

Fees: \$1,426.00; Hours: 3.10

**D. Claims Admin/Objections**

18. This category relates to work regarding claims administration and claims objections. During the Interim Period, the Firm, among other things, responded to creditor inquiries.

Fees: \$1,817.00; Hours: 1.40

**E. Compensation of Professionals--Others**

19. This category relates to work regarding compensation of professionals, other than the Firm. During the Interim Period, the Firm, among other things: (1) reviewed and analyzed issues regarding the interim compensation procedures order; (2) performed work regarding the GDC and KCC fee applications; and (3) reviewed and analyzed issues regarding Ordinary Course Professionals.

Fees: \$3,337.00; Hours: 3.50

**F. Employee Benefits and Pensions**

20. This category relates to work regarding employee benefits, pension plans and other employee issues. During the Interim Period, the Firm, among other things, performed work regarding a motion to approve a stipulation with ADP relating to employee benefit issues.

Fees: \$1,225.00; Hours: 1.40

**G. Executory Contracts**

21. This category relates to work regarding executory contracts and unexpired leases of real property. During the Interim Period, the Firm, among other things: (1) performed

work regarding a motion to reject the 1407 Broadway lease; (2) performed work regarding a notice of assumed contracts; and (3) corresponded regarding lease and contract issues.

Fees: \$2,398.00; Hours: 2.80

#### **H. Financial Filings**

22. This category relates to work regarding compliance with reporting requirements. During the Interim Period, the Firm, among other things, performed work regarding Monthly Operating Reports.

Fees: \$2,511.50; Hours: 2.90

#### **I. Plan and Disclosure Statement**

23. This category relates to work regarding a Plan of Reorganization (“Plan”) and Disclosure Statement. During the Interim Period, the Firm, among other things, reviewed and analyzed Plan issues.

Fees: \$3,327.50; Hours: 2.50

#### **J. Stay Litigation**

24. This category relates to work regarding the automatic stay and relief from stay motions. During the Interim Period, the Firm, among other things, reviewed and analyzed stay relief issues, and performed work regarding an order approving a stipulation relating to stay.

Fees: \$792.00; Hours: 1.00

#### **Valuation of Services**

25. Attorneys and paraprofessionals of PSZ&J expended a total 37.70 hours in connection with their representation of the Debtors during the Interim Period, as follows:

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,445.00	9.40	\$13,583.00
Mary F. Caloway	Of Counsel 2020; Member of DE Bar since 1990	\$1,095.00	0.10	\$ 109.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 875.00	19.40	\$16,975.00
Elizabeth C. Thomas	Paralegal 2016	\$ 460.00	7.90	\$ 3,634.00
Cheryl A. Knotts	Paralegal 2000	\$ 425.00	0.20	\$ 85.00
Andrea R. Paul	Case Management Assistant 2001	\$ 375.00	0.70	\$ 262.50

**Grand Total:      \$34,649.00**  
**Total Hours:        37.70**  
**Blended Rate:        \$919.07**

26. The nature of work performed by these persons is fully set forth in Exhibit A attached hereto. These are PSZ&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZ&J for the Debtors during the Interim Period is \$34,649.00.

27. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (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 the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZ&J respectfully requests that, for the period of November 1, 2021 through November 30, 2021, an interim allowance be made to PSZ&J for compensation in the amount of \$34,649.00 and actual and necessary expenses in the amount of \$476.00 for a total allowance of \$35,125.00 and payment of \$27,719.20 (80% of the allowed fees) and reimbursement of \$476.00 (100% of the allowed expenses) be authorized for a total payment of \$28,195.20; and for such other and further relief as this Court deems proper.

Dated: February 22, 2022

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

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

Co-Counsel for the Debtors and Debtors in Possession

**DECLARATION**

STATE OF DELAWARE       :  
   :  
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

a)       I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b)       I am familiar with the work performed on behalf of the debtors and debtors in possession by the lawyers and paraprofessionals of PSZ&J.

c)       I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 4, 2021 and submit that the Application substantially complies with such Rule and Order.

/s/ Laura Davis Jones  
Laura Davis Jones



# EXHIBIT A

**Pachulski Stang Ziehl & Jones LLP**

919 North Market Street  
17th Floor  
Wilmington, DE 19801

November 30, 2021

Invoice 129664

Client 78080

Matter 00001

**LDJ**

Eric Gul  
Sequential Brands Group Inc.  
1407 Broadway 38th floor  
New York, NY 10018

RE: Debtor Representation

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**STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 11/30/2021**

FEES \$34,649.00

EXPENSES \$476.00

**TOTAL CURRENT CHARGES** **\$35,125.00**

**BALANCE FORWARD** **\$226,421.69**

**LAST PAYMENT** **\$145,697.24**

**TOTAL BALANCE DUE** **\$115,849.45**

Pachulski Stang Ziehl & Jones LLP  
 Sequential Brands Group Inc.  
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**Summary of Services by Professional**

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
ARP	Paul, Andrea R.	Case Man. Asst.	375.00	0.70	\$262.50
CAK	Knotts, Cheryl A.	Paralegal	425.00	0.20	\$85.00
LCT	Thomas, Elizabeth C.	Paralegal	460.00	7.90	\$3,634.00
LDJ	Jones, Laura Davis	Partner	1445.00	9.40	\$13,583.00
MFC	Caloway, Mary F.	Counsel	1095.00	0.10	\$109.50
TPC	Cairns, Timothy P.	Partner	875.00	19.40	\$16,975.00
				<hr/> 37.70	<hr/> \$34,649.00

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**Summary of Services by Task Code**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	6.30	\$5,786.50
BL	Bankruptcy Litigation [L430]	12.80	\$12,028.50
CA	Case Administration [B110]	3.10	\$1,426.00
CO	Claims Admin/Objections[B310]	1.40	\$1,817.00
CPO	Comp. of Prof./Others	3.50	\$3,337.00
EB	Employee Benefit/Pension-B220	1.40	\$1,225.00
EC	Executory Contracts [B185]	2.80	\$2,398.00
FF	Financial Filings [B110]	2.90	\$2,511.50
PD	Plan & Disclosure Stmt. [B320]	2.50	\$3,327.50
SL	Stay Litigation [B140]	1.00	\$792.00
		37.70	<hr/> \$34,649.00

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**Summary of Expenses**

<u>Description</u>	<u>Amount</u>
Pacer - Court Research	\$229.80
Reproduction/ Scan Copy	\$246.20
	<hr/>
	\$476.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>Asset Disposition [B130]</b>						
11/01/2021	TPC	AD	Various correspondence and teleconferences with team re: preparation for sale hearing	0.70	875.00	\$612.50
11/02/2021	TPC	AD	Correspond with team re: issues related to testimony at sale hearing	0.40	875.00	\$350.00
11/02/2021	TPC	AD	Assist co-counsel with precedents for sale hearing	0.40	875.00	\$350.00
11/03/2021	LDJ	AD	Teleconference with Tim Cairns re: sale orders	0.20	1445.00	\$289.00
11/03/2021	LDJ	AD	Conference with Liz Thomas re: certifications of counsel for sale orders	0.20	1445.00	\$289.00
11/03/2021	LDJ	AD	Correspondence with Gibson Dunn re: sale orders	0.20	1445.00	\$289.00
11/03/2021	TPC	AD	Review and revise CNOs for sale orders	1.20	875.00	\$1,050.00
11/03/2021	TPC	AD	Review orders approving sale and file with CNOs	0.70	875.00	\$612.50
11/03/2021	LCT	AD	Prepare (4) CNOs re sale orders (Galaxy, Centric, Rast/JJWHP and With You Inc) (.5); efile CNOs and upload orders (.9).	1.40	460.00	\$644.00
11/09/2021	LDJ	AD	Coordinate sale closing issues, deposits	0.40	1445.00	\$578.00
11/11/2021	LDJ	AD	Correspondence with Gibson re: return of deposit	0.20	1445.00	\$289.00
11/12/2021	LDJ	AD	Coordinate deposit return, related emails	0.30	1445.00	\$433.50
				<b>6.30</b>		<b>\$5,786.50</b>

### Bankruptcy Litigation [L430]

11/01/2021	LDJ	BL	Review matters scheduled for 11/4 hearing	0.20	1445.00	\$289.00
11/01/2021	LDJ	BL	Preparation for 11/4 hearing	1.80	1445.00	\$2,601.00
11/01/2021	ARP	BL	Prepare Virtual and Hearing notebook for hearing on 11-4-21.	0.30	375.00	\$112.50
11/01/2021	TPC	BL	Review and revise agenda; correspond with team re: same	0.40	875.00	\$350.00
11/01/2021	LCT	BL	Update 11/4 hearing agenda.	0.20	460.00	\$92.00
11/02/2021	CAK	BL	Assist in preparation of 11/4/21 hearing	0.20	425.00	\$85.00
11/02/2021	LDJ	BL	Continued review of issues, tasks re: 11/4 hearing, strategy	0.80	1445.00	\$1,156.00
11/02/2021	TPC	BL	Review and revise agenda for filing	0.40	875.00	\$350.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/02/2021	LCT	BL	Revise 11/4 hearing agenda (.1); efile and coordinate service of same (.1); submit same to court (.1); coordinate hearing appearances (.1).	0.40	460.00	\$184.00
11/03/2021	TPC	BL	Review and file amended agenda	0.30	875.00	\$262.50
11/03/2021	TPC	BL	Draft amended agenda	0.50	875.00	\$437.50
11/03/2021	LCT	BL	Review attorney hearing binder.	0.10	460.00	\$46.00
11/03/2021	LCT	BL	Prepare amended agenda for 11/4 hearing (.1); efile and coordinate service of same (.1); submit same to Court (.1).	0.30	460.00	\$138.00
11/04/2021	TPC	BL	Correspond with team and court re: scheduling issues	0.20	875.00	\$175.00
11/05/2021	LDJ	BL	Review docket, scheduling	0.30	1445.00	\$433.50
11/07/2021	LDJ	BL	Correspondence with Jason Goldstein re: removal	0.20	1445.00	\$289.00
11/10/2021	TPC	BL	Work with court and team re: scheduling of hearings	0.20	875.00	\$175.00
11/10/2021	TPC	BL	Review draft of removal extension motion; prepare for filing	0.80	875.00	\$700.00
11/10/2021	LCT	BL	Prepare Certification of Counsel re hearing date.	0.10	460.00	\$46.00
11/10/2021	LCT	BL	Efile and coordinate service of removal period extension motion.	0.10	460.00	\$46.00
11/19/2021	LDJ	BL	Review work in process, scheduling	0.20	1445.00	\$289.00
11/22/2021	ARP	BL	Prepare virtual and hearing notebook for hearing on 12-1-21.	0.40	375.00	\$150.00
11/22/2021	LCT	BL	Prepare 12/1 hearing agenda and coordinate binder prep.	0.20	460.00	\$92.00
11/23/2021	LCT	BL	Revise 12/1 hearing agenda.	0.10	460.00	\$46.00
11/24/2021	LDJ	BL	Review calendar, docket	0.20	1445.00	\$289.00
11/24/2021	TPC	BL	Correspond with team re: status of matters for upcoming hearing	0.50	875.00	\$437.50
11/27/2021	LDJ	BL	Review matters scheduled for 12/1 hearing	0.20	1445.00	\$289.00
11/29/2021	TPC	BL	Correspond with team re: prepare agenda for upcoming hearing	0.70	875.00	\$612.50
11/29/2021	TPC	BL	Review and revise notice of address changes	0.40	875.00	\$350.00
11/29/2021	TPC	BL	Correspond with team and court re: various	0.30	875.00	\$262.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			scheduling issues			
11/29/2021	TPC	BL	Revise and edit agenda for filing	0.40	875.00	\$350.00
11/29/2021	TPC	BL	Review CNOs for filing	0.20	875.00	\$175.00
11/29/2021	TPC	BL	Correspond with court and team (0.2) and prepare amended agenda (0.2) re: cancellation of hearing	0.40	875.00	\$350.00
11/29/2021	LCT	BL	Revise 12/1 hearing agenda (.1); efile and coordinate service of same (.1); submit to Court (.1).	0.30	460.00	\$138.00
11/29/2021	LCT	BL	Prepare amended agenda canceling 12/1 hearing (.1); efile and coordinate service of same (.1); submit same to court (.1).	0.30	460.00	\$138.00
11/29/2021	LCT	BL	Prepare Cert of No Obj. with proposed order re motion to extend removal period (.1); efile same and upload order for approval (.1).	0.20	460.00	\$92.00
				<b>12.80</b>		<b>\$12,028.50</b>

#### Case Administration [B110]

11/01/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/02/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	1.00	460.00	\$460.00
11/03/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	1.00	460.00	\$460.00
11/04/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/10/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/11/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/19/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/22/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/23/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
11/24/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00



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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/29/2021	LCT	CA	Prepare notice of change of Debtors' address (.1); efile and coordinate service of same (.1).	0.20	460.00	\$92.00
11/29/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
				<b>3.10</b>		<b>\$1,426.00</b>

### Claims Admin/Objections[B310]

11/01/2021	LDJ	CO	Respond to creditor inquiries	0.20	1445.00	\$289.00
11/01/2021	MFC	CO	Emails re creditor inquiry.	0.10	1095.00	\$109.50
11/10/2021	LDJ	CO	Respond to creditor inquiry	0.20	1445.00	\$289.00
11/11/2021	LDJ	CO	Respond to creditor inquiry	0.20	1445.00	\$289.00
11/15/2021	LDJ	CO	Respond to creditor inquiry	0.20	1445.00	\$289.00
11/16/2021	LDJ	CO	Respond to creditor inquiry	0.20	1445.00	\$289.00
11/29/2021	TPC	CO	Respond to various inquiries from creditors	0.30	875.00	\$262.50
				<b>1.40</b>		<b>\$1,817.00</b>

### Comp. of Prof./Others

11/01/2021	LDJ	CPO	Correspondence with Ashtyn Hemendinger re: fee applications	0.20	1445.00	\$289.00
11/01/2021	TPC	CPO	Review interim comp procedures and respond to co-counsel	0.30	875.00	\$262.50
11/09/2021	LDJ	CPO	Review Gibson first fee application for filing	0.30	1445.00	\$433.50
11/09/2021	TPC	CPO	Review and comment on GDC fee application	0.80	875.00	\$700.00
11/09/2021	TPC	CPO	Review precedent and provide to co-counsel re: first fee application for GDC	0.60	875.00	\$525.00
11/15/2021	LDJ	CPO	Correspondence with Gibson re: fee application issues	0.20	1445.00	\$289.00
11/17/2021	LCT	CPO	Prepare notice to KCC 1st fee application (.2); efile and coordinate service of fee application (.1).	0.30	460.00	\$138.00
11/22/2021	TPC	CPO	Review compensation procedures and respond to co-counsel inquiry re: fee application timing issues	0.20	875.00	\$175.00
11/29/2021	TPC	CPO	Correspond with team re: quarterly notices of OCP fees	0.20	875.00	\$175.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/30/2021	TPC	CPO	Review and file GDC and KCC fee applications	0.40	875.00	\$350.00
				<b>3.50</b>		<b>\$3,337.00</b>

### Employee Benefit/Pension-B220

11/02/2021	TPC	EB	Review motion to approve stipulation with ADP re: employee benefit issues	0.80	875.00	\$700.00
11/05/2021	TPC	EB	Review and file motion to enter into stipulation with ADP	0.60	875.00	\$525.00
				<b>1.40</b>		<b>\$1,225.00</b>

### Executory Contracts [B185]

11/02/2021	TPC	EC	Review revised motion to reject lease	0.40	875.00	\$350.00
11/05/2021	TPC	EC	Correspond with team re: motion to reject lease	0.40	875.00	\$350.00
11/05/2021	TPC	EC	Review and file motion to reject lease	0.50	875.00	\$437.50
11/05/2021	LCT	EC	Finalize, efile and coordinate service of motion reject 1407 Broadway lease.	0.20	460.00	\$92.00
11/19/2021	TPC	EC	Review notice of assumed contracts and provide comments	0.30	875.00	\$262.50
11/24/2021	LDJ	EC	Conference with Tim Cairns re: assumed contracts	0.20	1445.00	\$289.00
11/24/2021	TPC	EC	Review and revise notice of assumed contracts	0.60	875.00	\$525.00
11/29/2021	LCT	EC	Prepare Cert of No Obj. with proposed order re motion to reject 1407 Broadway office lease (.1); efile same and upload order for approval (.1).	0.20	460.00	\$92.00
				<b>2.80</b>		<b>\$2,398.00</b>

### Financial Filings [B110]

11/19/2021	TPC	FF	Review MORs for filing	1.60	875.00	\$1,400.00
11/19/2021	TPC	FF	Revise and file MORs for all debtors	1.00	875.00	\$875.00
11/19/2021	LCT	FF	Confer with Timothy P. Cairns re MORs for filing and coordinate filing of same.	0.20	460.00	\$92.00
11/22/2021	LDJ	FF	Correspondence with client re: MORs	0.10	1445.00	\$144.50
				<b>2.90</b>		<b>\$2,511.50</b>

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Sequential Brands Group Inc.  
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>Plan &amp; Disclosure Stmt. [B320]</b>						
11/10/2021	LDJ	PD	Teleconference with Gibson, Tim Cairns re: plan issues	0.70	1445.00	\$1,011.50
11/10/2021	TPC	PD	Teleconferences with team re: plan issues	0.50	875.00	\$437.50
11/21/2021	LDJ	PD	Review plan issues, precedent	1.30	1445.00	\$1,878.50
				<b>2.50</b>		<b>\$3,327.50</b>
<b>Stay Litigation [B140]</b>						
11/24/2021	TPC	SL	Review precedents and respond to co-counsel inquiries re: stay relief issues	0.80	875.00	\$700.00
11/29/2021	LCT	SL	Prepare Cert of No Obj. with proposed order re motion to approve stipulation with ADP Totalsource re stay (.1); efile same and upload order for approval (.1).	0.20	460.00	\$92.00
				<b>1.00</b>		<b>\$792.00</b>
<b>TOTAL SERVICES FOR THIS MATTER:</b>						<b>\$34,649.00</b>

Pachulski Stang Ziehl & Jones LLP  
 Sequential Brands Group Inc.  
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**Expenses**

11/01/2021	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
11/01/2021	RE2	SCAN/COPY ( 81 @0.10 PER PG)	8.10
11/01/2021	RE2	SCAN/COPY ( 137 @0.10 PER PG)	13.70
11/01/2021	RE2	SCAN/COPY ( 81 @0.10 PER PG)	8.10
11/01/2021	RE2	SCAN/COPY ( 48 @0.10 PER PG)	4.80
11/01/2021	RE2	SCAN/COPY ( 86 @0.10 PER PG)	8.60
11/01/2021	RE2	SCAN/COPY ( 82 @0.10 PER PG)	8.20
11/01/2021	RE2	SCAN/COPY ( 44 @0.10 PER PG)	4.40
11/01/2021	RE2	SCAN/COPY ( 46 @0.10 PER PG)	4.60
11/03/2021	RE2	SCAN/COPY ( 16 @0.10 PER PG)	1.60
11/03/2021	RE2	SCAN/COPY ( 15 @0.10 PER PG)	1.50
11/03/2021	RE2	SCAN/COPY ( 31 @0.10 PER PG)	3.10
11/03/2021	RE2	SCAN/COPY ( 33 @0.10 PER PG)	3.30
11/04/2021	RE2	SCAN/COPY ( 81 @0.10 PER PG)	8.10
11/04/2021	RE2	SCAN/COPY ( 136 @0.10 PER PG)	13.60
11/04/2021	RE2	SCAN/COPY ( 36 @0.10 PER PG)	3.60
11/04/2021	RE2	SCAN/COPY ( 49 @0.10 PER PG)	4.90
11/04/2021	RE2	SCAN/COPY ( 80 @0.10 PER PG)	8.00
11/05/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
11/05/2021	RE2	SCAN/COPY ( 74 @0.10 PER PG)	7.40
11/05/2021	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
11/05/2021	RE2	SCAN/COPY ( 74 @0.10 PER PG)	7.40
11/05/2021	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
11/08/2021	RE2	SCAN/COPY ( 31 @0.10 PER PG)	3.10
11/10/2021	RE2	SCAN/COPY ( 16 @0.10 PER PG)	1.60
11/12/2021	RE2	SCAN/COPY ( 20 @0.10 PER PG)	2.00
11/15/2021	RE2	SCAN/COPY ( 50 @0.10 PER PG)	5.00
11/15/2021	RE2	SCAN/COPY ( 50 @0.10 PER PG)	5.00
11/15/2021	RE2	SCAN/COPY ( 86 @0.10 PER PG)	8.60
11/15/2021	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
11/15/2021	RE2	SCAN/COPY ( 90 @0.10 PER PG)	9.00
11/15/2021	RE2	SCAN/COPY ( 141 @0.10 PER PG)	14.10

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11/15/2021	RE2	SCAN/COPY ( 86 @0.10 PER PG)	8.60
11/15/2021	RE2	SCAN/COPY ( 85 @0.10 PER PG)	8.50
11/16/2021	RE2	SCAN/COPY ( 110 @0.10 PER PG)	11.00
11/17/2021	RE2	SCAN/COPY ( 20 @0.10 PER PG)	2.00
11/18/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
11/18/2021	RE2	SCAN/COPY ( 8 @0.10 PER PG)	0.80
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Pachulski Stang Ziehl & Jones LLP  
 Sequential Brands Group Inc.  
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Page: 13  
 Invoice 129664  
 November 30, 2021

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11/22/2021	RE2	SCAN/COPY ( 9 @0.10 PER PG)	0.90
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11/30/2021	PAC	Pacer - Court Research	229.80

**Total Expenses for this Matter**

**\$476.00**

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**GZJ KDK'I**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 )  
 SEQUENTIAL BRANDS GROUP, INC., *et al.*,<sup>1</sup> ) Case No. 21-11194 (JTD)  
 )  
 ) (Jointly Administered)  
 Debtors. )  
 )  
 Objection Deadline: April 8, 2022 at 4:00 p.m.  
 Hearing Date: To be scheduled if necessary

**FOURTH MONTHLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM DECEMBER 1, 2021 THROUGH DECEMBER 31, 2021**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective <i>nunc pro tunc</i> to August 31, 2021 by order signed on or about October 4, 2021
Period for which Compensation and Reimbursement is Sought:	December 1, 2021 through December 31, 2021
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$50,326.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 148.40

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for fee application preparation is approximately 2.0 hours  
and the corresponding compensation requested is approximately \$800.00.

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), The Basketball Marketing Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe's Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), Gaiam Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors' corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.



**PRIOR APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
01/11/22	08/31/21 – 09/30/21	\$130,911.00	\$40,968.44	\$104,728.80	\$40,968.44
02/01/22	10/01/21 – 10/31/21	\$ 53,573.00	\$ 969.25	\$ 42,858.40	\$ 969.25
02/22/22	11/01/21 – 11/30/21	\$ 34,649.00	\$ 476.00	Pending	Pending

**PSZ&J PROFESSIONALS**

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,445.00	15.30	\$22,108.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 875.00	29.00	\$25,375.00
Patricia E. Cuniff	Paralegal 2000	\$ 460.00	0.40	\$ 184.00
Elizabeth C. Thomas	Paralegal 2016	\$ 460.00	2.60	\$ 1,196.00
Charles J. Bouzoukis	Case Management Assistant 2001	\$ 375.00	3.50	\$ 1,312.50
Karen S. Neil	Case Management Assistant 2001	\$ 375.00	0.40	\$ 150.00

**Grand Total: \$50,326.00****Total Hours: 51.20****Blended Rate: \$982.93**

**COMPENSATION BY CATEGORY**

<b>Project Categories</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Disposition	1.60	\$ 1,358.50
Bankruptcy Litigation	0.90	\$ 1,186.50
Case Administration	5.20	\$ 2,060.50
Claims Admin./Objections	1.20	\$ 1,734.00
Compensation of Prof./Others	3.80	\$ 2,899.50
Executory Contracts	0.30	\$ 262.50
Financial Filings	2.60	\$ 2,249.00
Insurance Coverage	3.80	\$ 3,667.00
Plan & Disclosure Statement	28.20	\$31,758.50
Stay Litigation	3.60	\$ 3,150.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider<sup>2</sup> (if applicable)</b>	<b>Total Expenses</b>
Court Research	Pacer	\$ 4.10
Reproduction Expense		\$ 0.10
Reproduction/ Scan Copy		\$144.20

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<sup>2</sup> PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 )  
SEQUENTIAL BRANDS GROUP, INC., *et al.*,<sup>1</sup> ) Case No. 21-11194 (JTD)  
 )  
 ) (Jointly Administered)  
Debtors. )  
Objection Deadline: April 8, 2022 at 4:00 p.m.  
Hearing Date: To be scheduled if necessary

**FOURTH MONTHLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR  
THE PERIOD FROM DECEMBER 1, 2021 THROUGH DECEMBER 31, 2021**

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 (collectively, the “Bankruptcy Rules”), and the “Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals,” signed on or about October 4, 2021 (“Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), Co-Counsel for the Debtors and Debtors in Possession, hereby submits its Fourth Monthly Application for Compensation and for Reimbursement of Expenses for the Period from December 1, 2021 through December 31, 2021 (the “Application”).

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), The Basketball Marketing Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), Gaiam Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

By this Application PSZ&J seeks a monthly interim allowance of compensation in the amount of \$50,326.00 and actual and necessary expenses in the amount of \$148.40 for a total allowance of \$50,474.40 and payment of \$40,260.80 (80% of the allowed fees) and reimbursement of \$148.40 (100% of the allowed expenses) for a total payment of \$40,409.20 for the period December 1, 2021 through December 31, 2021 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows:

### **Background**

1. On August 31, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On or about October 4, 2021, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty-one (21) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning

with the period ending October 31, 2021 and at three-month intervals thereafter or such other intervals convenient to the Court, each of the Professionals may file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZ&J, as Co-Counsel for the Debtors and Debtors in Possession, was approved effective *nunc pro tunc* to August 31, 2021 by this Court's "Order Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date," signed on or about October 4, 2021 (the "Retention Order"). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

### **PSZ&J's APPLICATION FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

#### **Compensation Paid and Its Source**

5. All services for which PSZ&J requests compensation were performed for or on behalf of the Debtors.

6. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J has received

payments from the Debtors during the year prior to the Petition Date in the amount of \$350,000 in connection with the preparation of initial documents and the prepetition representation of the Debtors. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to PSZ&J was credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court in accordance with the Bankruptcy Code.

### **Fee Statements**

7. The fee statements for the Interim Period are attached hereto as Exhibit A. These statements contain daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period. To the best of PSZ&J's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code and the Bankruptcy Rules. PSZ&J's time reports are initially handwritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZ&J is particularly sensitive to issues of "lumping" and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZ&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZ&J has reduced its charges related to any non-working "travel time" to fifty percent (50%) of PSZ&J's standard hourly rate. To the extent it is feasible, PSZ&J professionals attempt to work during travel.

### **Actual and Necessary Expenses**

8. A summary of actual and necessary expenses incurred by PSZ&J for the Interim Period is attached hereto as part of Exhibit A. PSZ&J customarily charges \$0.10 per page for photocopying expenses related to cases, such as these, arising in Delaware. PSZ&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZ&J summarizes each client's photocopying charges on a daily basis.

9. PSZ&J charges \$.25 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZ&J's calculation of the actual costs incurred by PSZ&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZ&J does not charge the Debtors for the receipt of faxes in these cases.

10. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), PSZ&J charges the standard usage rates these providers charge for computerized legal research. PSZ&J bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZ&J is passed on to the client.

11. PSZ&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZ&J believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the

ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

### **Summary of Services Rendered**

12. The names of the partners and associates of PSZ&J who have rendered professional services in these cases during the Interim Period, and the paralegals and case management assistants of PSZ&J who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit A.

13. PSZ&J, by and through such persons, has prepared and assisted in the preparation of various motions and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with the Debtors' bankruptcy cases, and performed all necessary professional services which are described and narrated in detail below. PSZ&J's efforts have been extensive due to the size and complexity of the Debtors' bankruptcy cases.

### **Summary of Services by Project**

14. The services rendered by PSZ&J during the Interim Period can be grouped into the categories set forth below. PSZ&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category,



along with the number of hours for each individual and the total compensation sought for each category.

**A. Asset Disposition**

15. This category relates to work regarding sales and other asset disposition issues. During the Interim Period, the Firm, among other things: (1) performed work regarding notice issues; (2) performed research; and (3) performed work regarding a *de minimis* asset sale procedures motion.

Fees: \$1,358.50; Hours: 1.60

**B. Bankruptcy Litigation**

16. This category relates to work regarding motions and adversary proceedings in the Bankruptcy Court. During the Interim Period, the Firm, among other things, reviewed and analyzed work in progress issues and attended to scheduling issues.

Fees: \$1,186.50; Hours: 0.90

**C. Case Administration**

17. This category relates to work regarding administration of this case. During the Interim Period, the Firm, among other things, maintained document control and maintained a memorandum of critical dates.

Fees: \$2,060.50; Hours: 5.20

**D. Claims Admin/Objections**

18. This category relates to work regarding claims administration and claims objections. During the Interim Period, the Firm, among other things, responded to creditor inquiries.

Fees: \$1,734.00; Hours: 1.20

**E. Compensation of Professionals--Others**

19. This category relates to work regarding compensation of professionals, other than the Firm. During the Interim Period, the Firm, among other things: (1) performed work regarding the GDC and KCC fee applications; (2) attended to scheduling issues; (3) performed research; and (4) corresponded regarding compensation issues.

Fees: \$2,899.50; Hours: 3.80

**F. Executory Contracts**

20. This category relates to work regarding executory contracts and unexpired leases of real property. During the Interim Period, the Firm, among other things, performed work regarding a notice of assumed contracts.

Fees: \$262.50; Hours: 0.30

**G. Financial Filings**

21. This category relates to work regarding compliance with reporting requirements. During the Interim Period, the Firm, among other things, performed work regarding Monthly Operating Reports.

Fees: \$2,249.00; Hours: 2.60

## **H. Insurance Coverage**

22. This category relates to work regarding insurance coverage and other insurance issues. During the Interim Period, the Firm, among other things: (1) performed work regarding an insurance proceeds motion; (2) performed research; and (3) corresponded and conferred regarding insurance issues.

Fees: \$3,667.00; Hours: 3.80

## **I. Plan and Disclosure Statement**

23. This category relates to work regarding a Plan of Reorganization (“Plan”) and Disclosure Statement. During the Interim Period, the Firm, among other things: (1) performed work regarding a motion to approve Disclosure Statement; (2) reviewed and analyzed Plan issues; (3) attended to scheduling issues; (4) performed work regarding a solicitation procedures motion; (5) performed research; (6) performed work regarding a notice of Disclosure Statement hearing; (7) performed work regarding a liquidation analysis; (8) performed work regarding a notice of revised Plan and Disclosure Statement; and (9) corresponded regarding Plan and Disclosure Statement issues.

Fees: \$31,758.50; Hours: 28.20

## **J. Stay Litigation**

24. This category relates to work regarding the automatic stay and relief from stay motions. During the Interim Period, the Firm, among other things: (1) reviewed and analyzed relief from stay issues; (2) performed research; (3) reviewed and analyzed issues regarding relief from stay stipulations; and (4) corresponded regarding stay litigation issues.

Fees: \$3,150.00; Hours: 3.60

### Valuation of Services

25. Attorneys and paraprofessionals of PSZ&J expended a total 51.20 hours in connection with their representation of the Debtors during the Interim Period, as follows:

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,445.00	15.30	\$22,108.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 875.00	29.00	\$25,375.00
Patricia E. Cuniff	Paralegal 2000	\$ 460.00	0.40	\$ 184.00
Elizabeth C. Thomas	Paralegal 2016	\$ 460.00	2.60	\$ 1,196.00
Charles J. Bouzoukis	Case Management Assistant 2001	\$ 375.00	3.50	\$ 1,312.50
Karen S. Neil	Case Management Assistant 2001	\$ 375.00	0.40	\$ 150.00

**Grand Total:      \$50,326.00**  
**Total Hours:        51.20**  
**Blended Rate:       \$982.93**

26. The nature of work performed by these persons is fully set forth in Exhibit A attached hereto. These are PSZ&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZ&J for the Debtors during the Interim Period is \$50,326.00.

27. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (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 the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZ&J respectfully requests that, for the period of December 1, 2021 through December 31, 2021, an interim allowance be made to PSZ&J for compensation in the amount of \$50,326.00 and actual and necessary expenses in the amount of \$148.40 for a total allowance of \$50,474.40 and payment of \$40,260.80 (80% of the allowed fees) and reimbursement of \$148.40 (100% of the allowed expenses) be authorized for a total payment of \$40,409.20; and for such other and further relief as this Court deems proper.

Dated: March 18, 2022

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

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

Co-Counsel for the Debtors and Debtors in Possession

**DECLARATION**

STATE OF DELAWARE       :  
   :  
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

a)       I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b)       I am familiar with the work performed on behalf of the debtors and debtors in possession by the lawyers and paraprofessionals of PSZ&J.

c)       I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 4, 2021 and submit that the Application substantially complies with such Rule and Order.

/s/ Laura Davis Jones  
Laura Davis Jones

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

In re:	x	
	:	Chapter 11
	:	
SEQUENTIAL BRANDS GROUP, INC., <i>et</i>	:	Case No. 21-11194 (JTD)
<i>al.</i> , <sup>1</sup>	:	
	:	(Jointly Administered)
Debtors.	:	
	:	<b>Objection Deadline: April 8, 2022 at 4:00 p.m. (ET)</b>
	x	<b>Hearing Date: To be scheduled if response filed.</b>

**NOTICE OF FEE APPLICATION**

**PLEASE TAKE NOTICE** that on March 18, 2022, Pachulski Stang Ziehl & Jones LLP, counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed and served the *Fourth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession for the Period from December 1, 2021 through December 31, 2021* (the “Application”) seeking compensation for the reasonable and necessary services rendered to the Debtors in the amount of \$50,326.00 and reimbursement for actual and necessary expenses in the amount of \$148.40. A copy of the Application is attached hereto.

**PLEASE TAKE FURTHER NOTICE** that objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), The Basketball Marketing Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), Gaiam Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

“Court”), on or before **April 8, 2022, at 4:00 p.m. Prevailing Eastern Time.**

The Application is submitted pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on October 4, 2021 [Docket No. 163] (the “Administrative Order”).

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) the attorneys for the Debtors (a) Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166 (Attn: Scott J. Greenberg ([sgreenberg@gibsondunn.com](mailto:sgreenberg@gibsondunn.com)), Joshua K. Brody ([jbrody@gibsondunn.com](mailto:jbrody@gibsondunn.com)), and Jason Z. Goldstein ([jgoldstein@gibsondunn.com](mailto:jgoldstein@gibsondunn.com))) and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17<sup>th</sup> Floor, Wilmington, DE 19801 (Attn: Laura Davis Jones ([ljones@pszjlaw.com](mailto: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](mailto:rschwartz@kslaw.com)) and Peter Montoni ([pmontoni@kslaw.com](mailto:pmontoni@kslaw.com))), 110 N. Wacker Drive, Suite 3800, Chicago, IL 60606 (Attn: Lindsey Hendrickson ([lhendrickson@kslaw.com](mailto:lhendrickson@kslaw.com)) and R. Jacob Jumbeck ([jjumbeck@kslaw.com](mailto:jjumbeck@kslaw.com))), and (b) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16<sup>th</sup> Floor, P.O. Box 1347, Wilmington, DE 19899-1347 (Attn: Robert J. Dehney ([rdehney@morrisnichols.com](mailto:rdehney@morrisnichols.com)), Andrew R. Remming ([aremming@morrisnichols.com](mailto:aremming@morrisnichols.com)), and Tama K. Mann ([tmann@morrisnichols.com](mailto: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](mailto: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 02110-1726 (Attn: Julie Frost-Davis ([Julia.frost-davies@morganlewis.com](mailto:Julia.frost-davies@morganlewis.com)) and Christopher L. Carter ([Christopher.carter@morganlewis.com](mailto:Christopher.carter@morganlewis.com))),



and (b) Robinson & Cole LLP, 1201 N. Market Street, Suite 1406, Wilmington, DE 19801 (Attn: Jamie L. Edmonson ([jedmonson@rc.com](mailto:jedmonson@rc.com)) and James L. Lanthrop ([jlanthrop@rc.com](mailto:jlanthrop@rc.com))), 1650 Market Street, Suite 3600, Philadelphia, PA 19103 (Attn: Rachel Jaffe Mauceri ([rmauceri@rc.com](mailto: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](mailto:dabbott@morrisnichols.com)), Curtis S. Miller ([cmiller@morrisnichols.com](mailto:cmiller@morrisnichols.com)), Paige N. Topper ([ptopper@morrisnichols.com](mailto: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](mailto:dwozniak@jamesbatesllp.com))); and (vi) counsel to any Committee appointed in these cases.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE ADMINISTRATIVE ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE ADMINISTRATIVE ORDER. A HEARING ON THE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE TIMELY FILED.

Dated: March 18, 2022

**PACHULSKI STANG ZIEHL & JONES LLP**

/s/ Timothy P. Cairns

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

-and-

**GIBSON, DUNN & CRUTCHER LLP**

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

*Counsel to the Debtors and Debtors in Possession*

# EXHIBIT A

**Pachulski Stang Ziehl & Jones LLP**

919 North Market Street  
17th Floor  
Wilmington, DE 19801

December 31, 2021

Invoice 129721

Client 78080

Matter 00001

**LDJ**

Eric Gul  
Sequential Brands Group Inc.  
1407 Broadway 38th floor  
New York, NY 10018

RE: Debtor Representation

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**STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 12/31/2021**

FEES	\$50,326.00
EXPENSES	\$148.40
<b>TOTAL CURRENT CHARGES</b>	<b>\$50,474.40</b>
<b>BALANCE FORWARD</b>	<b>\$115,849.45</b>
<b>TOTAL BALANCE DUE</b>	<b>\$166,323.85</b>

Pachulski Stang Ziehl & Jones LLP  
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**Summary of Services by Professional**

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
CJB	Bouzoukis, Charles J.	Case Man. Asst.	375.00	3.50	\$1,312.50
KSN	Neil, Karen S.	Case Man. Asst.	375.00	0.40	\$150.00
LCT	Thomas, Elizabeth C.	Paralegal	460.00	2.60	\$1,196.00
LDJ	Jones, Laura Davis	Partner	1445.00	15.30	\$22,108.50
PEC	Cuniff, Patricia E.	Paralegal	460.00	0.40	\$184.00
TPC	Cairns, Timothy P.	Partner	875.00	29.00	\$25,375.00
				<hr/> 51.20	<hr/> \$50,326.00

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**Summary of Services by Task Code**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AD	Asset Disposition [B130]	1.60	\$1,358.50
BL	Bankruptcy Litigation [L430]	0.90	\$1,186.50
CA	Case Administration [B110]	5.20	\$2,060.50
CO	Claims Admin/Objections[B310]	1.20	\$1,734.00
CPO	Comp. of Prof./Others	3.80	\$2,899.50
EC	Executory Contracts [B185]	0.30	\$262.50
FF	Financial Filings [B110]	2.60	\$2,249.00
IC	Insurance Coverage	3.80	\$3,667.00
PD	Plan & Disclosure Stmt. [B320]	28.20	\$31,758.50
SL	Stay Litigation [B140]	3.60	\$3,150.00
		51.20	<hr/> \$50,326.00

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**Summary of Expenses**

<u>Description</u>	<u>Amount</u>
Pacer - Court Research	\$4.10
Reproduction Expense [E101]	\$0.10
Reproduction/ Scan Copy	\$144.20
	<hr/>
	\$148.40

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>Asset Disposition [B130]</b>						
12/02/2021	LCT	AD	Efile and coordinate service of notice of closing of sale transactions and assumption of certain contracts/leases.	0.10	460.00	\$46.00
12/15/2021	TPC	AD	Research precedent and provide sample of de minimis asset sale motions to team	1.00	875.00	\$875.00
12/21/2021	TPC	AD	Review and file motion for de minimis asset sale procedures	0.50	875.00	\$437.50
				<b>1.60</b>		<b>\$1,358.50</b>
<b>Bankruptcy Litigation [L430]</b>						
12/06/2021	LDJ	BL	Correspondence with Tim Cairns re: scheduling	0.20	1445.00	\$289.00
12/08/2021	LDJ	BL	Review work in process, scheduling	0.30	1445.00	\$433.50
12/21/2021	LDJ	BL	Review docket, scheduling	0.20	1445.00	\$289.00
12/22/2021	TPC	BL	Review CNOs for filing	0.20	875.00	\$175.00
				<b>0.90</b>		<b>\$1,186.50</b>
<b>Case Administration [B110]</b>						
12/01/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/02/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/06/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/07/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/09/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.30	460.00	\$138.00
12/16/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/17/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/20/2021	CJB	CA	Maintain document control.	0.90	375.00	\$337.50
12/20/2021	LCT	CA	Research and update critical dates memorandum	0.10	460.00	\$46.00



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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			with respect to recently filed pleadings.			
12/21/2021	CJB	CA	Maintain document control.	0.90	375.00	\$337.50
12/21/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/22/2021	CJB	CA	Maintain document control.	0.80	375.00	\$300.00
12/27/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
12/28/2021	CJB	CA	Maintain document control.	0.90	375.00	\$337.50
12/28/2021	KSN	CA	Maintain document control.	0.40	375.00	\$150.00
12/28/2021	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	460.00	\$46.00
				<b>5.20</b>		<b>\$2,060.50</b>

#### **Claims Admin/Objections[B310]**

12/03/2021	LDJ	CO	Respond to creditor inquiries	0.20	1445.00	\$289.00
12/10/2021	LDJ	CO	Respond to creditor inquiries	0.20	1445.00	\$289.00
12/17/2021	LDJ	CO	Respond to creditor inquiries	0.30	1445.00	\$433.50
12/22/2021	LDJ	CO	Respond to creditor inquiries	0.30	1445.00	\$433.50
12/28/2021	LDJ	CO	Respond to creditor inquiries	0.20	1445.00	\$289.00
				<b>1.20</b>		<b>\$1,734.00</b>

#### **Comp. of Prof./Others**

12/07/2021	LCT	CPO	Prepare Cert of No Obj. re GDC 1st fee application (.2); efile same (.1).	0.30	460.00	\$138.00
12/09/2021	TPC	CPO	Repond to GDC inquiries related to fees	0.20	875.00	\$175.00
12/09/2021	TPC	CPO	Review and file GDC third monthly fee app	0.40	875.00	\$350.00
12/09/2021	LCT	CPO	Prepare Cert of No Obj. re KCC 1st fee application (.1); efile same (.1).	0.20	460.00	\$92.00
12/17/2021	TPC	CPO	Review and file MB fee app	0.30	875.00	\$262.50
12/20/2021	TPC	CPO	Respond to team inquiries regarding the scheduling of fee hearing	0.30	875.00	\$262.50
12/21/2021	TPC	CPO	Correspond with co-counsel re: issues related to fees	0.30	875.00	\$262.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/21/2021	TPC	CPO	Review CNOs for various fee payment	0.20	875.00	\$175.00
12/21/2021	LCT	CPO	Prepare CNOs re KCC 2nd fee application, GDC 2nd fee application, and KCC 1st interim fee application.	0.20	460.00	\$92.00
12/22/2021	PEC	CPO	Prepare Certificate of No Objection Regarding KCC First Interim Fee Application for filing	0.20	460.00	\$92.00
12/22/2021	PEC	CPO	Prepare Certificate of No Objection Regarding KCC October 2021 Monthly Fee Application for filing	0.20	460.00	\$92.00
12/28/2021	LDJ	CPO	Review GD interim fee app issues	0.20	1445.00	\$289.00
12/28/2021	TPC	CPO	Work with team re: CNO for CDC fees	0.30	875.00	\$262.50
12/28/2021	LCT	CPO	Prepare Cert of No Obj. re GDC 3rd fee application.	0.10	460.00	\$46.00
12/29/2021	TPC	CPO	Research case law and correspond with co-counsel re: final fee application issues	0.30	875.00	\$262.50
12/31/2021	LCT	CPO	Efile Cert of No Obj. re GDC 3rd fee application.	0.10	460.00	\$46.00
				<b>3.80</b>		<b>\$2,899.50</b>

#### **Executory Contracts [B185]**

12/02/2021	TPC	EC	Review and file notice of assumed contracts	0.30	875.00	\$262.50
				<b>0.30</b>		<b>\$262.50</b>

#### **Financial Filings [B110]**

12/20/2021	TPC	FF	Respond to various questions re filing of MORs	0.60	875.00	\$525.00
12/21/2021	LDJ	FF	Teleconference with Tim Cairns re: MORs	0.10	1445.00	\$144.50
12/21/2021	TPC	FF	Review MORs for filing	0.50	875.00	\$437.50
12/21/2021	TPC	FF	Review and file additional MORs with supporting documents	1.20	875.00	\$1,050.00
12/21/2021	LCT	FF	Efile (8) MORs for Nov 2021.	0.20	460.00	\$92.00
				<b>2.60</b>		<b>\$2,249.00</b>

#### **Insurance Coverage**

12/15/2021	LDJ	IC	Conference with Tim Cairns re: insurance proceeds motion	0.30	1445.00	\$433.50
12/16/2021	LDJ	IC	Conference with Tim Cairns re: insurance motion	0.30	1445.00	\$433.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/15/2021	TPC	IC	Review and comment on insurance proceeds motion	0.80	875.00	\$700.00
12/15/2021	TPC	IC	Correspond with team re: insurance comfort motion	0.30	875.00	\$262.50
12/16/2021	TPC	IC	Teleconference with Chubb re: insurance proceeds motion	0.40	875.00	\$350.00
12/16/2021	TPC	IC	Further research re: need to insurance proceeds motion	1.30	875.00	\$1,137.50
12/16/2021	TPC	IC	Teleconferences with team re: insurance proceeds issues	0.40	875.00	\$350.00
				<b>3.80</b>		<b>\$3,667.00</b>

**Plan & Disclosure Stmt. [B320]**

12/03/2021	TPC	PD	Respond to various inquiries from co-counsel related to plan service	0.40	875.00	\$350.00
12/05/2021	LDJ	PD	Review revised disclosure statement motion	0.30	1445.00	\$433.50
12/06/2021	LDJ	PD	Review plan issues	1.80	1445.00	\$2,601.00
12/06/2021	TPC	PD	Review correspondence re: scheduling of DS and confirmation hearing	0.30	875.00	\$262.50
12/06/2021	TPC	PD	Review and comment on solicitation procedures motion	1.80	875.00	\$1,575.00
12/06/2021	TPC	PD	Review precedent related to releases in DS/Plan	1.10	875.00	\$962.50
12/06/2021	TPC	PD	Further correspondence with team re: DS Scheduling	0.50	875.00	\$437.50
12/07/2021	LDJ	PD	Review plan	0.60	1445.00	\$867.00
12/07/2021	LDJ	PD	Review disclosure statement, and related approval motion	1.90	1445.00	\$2,745.50
12/07/2021	LDJ	PD	Review plan-related issues	1.00	1445.00	\$1,445.00
12/07/2021	TPC	PD	Review motion to approve DS and related notice	0.70	875.00	\$612.50
12/07/2021	TPC	PD	Review precedents related to timing of DS and confirmation hearing	0.80	875.00	\$700.00
12/07/2021	TPC	PD	Review plan and DS for filing	0.80	875.00	\$700.00
12/07/2021	TPC	PD	Review DS approval motion for filing	0.40	875.00	\$350.00
12/07/2021	TPC	PD	Review notice of DS hearing for filing	0.30	875.00	\$262.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/07/2021	LCT	PD	Prepare notice of D/S motion.	0.10	460.00	\$46.00
12/10/2021	LDJ	PD	Review disclosure statement issues	0.90	1445.00	\$1,300.50
12/10/2021	LDJ	PD	Review plan issues	2.00	1445.00	\$2,890.00
12/10/2021	TPC	PD	Review draft liquidation analysis and precedents	1.50	875.00	\$1,312.50
12/10/2021	TPC	PD	Review plan and DS re: prepare for discussion with co-counsel on draft of plan	1.80	875.00	\$1,575.00
12/13/2021	LDJ	PD	Teleconference with Josh Brody, Jason Goldstein, Ashtyn Hemendinger re: liquidation analysis	0.60	1445.00	\$867.00
12/14/2021	LDJ	PD	Correspondence with Gibson team re: disclosure statement issues	0.20	1445.00	\$289.00
12/14/2021	LDJ	PD	Review plan issues	1.00	1445.00	\$1,445.00
12/15/2021	TPC	PD	Teleconference with team re plan issues	0.30	875.00	\$262.50
12/15/2021	TPC	PD	Research and provide precedent to co-counsel re: liquidation analysis issues	1.40	875.00	\$1,225.00
12/17/2021	LDJ	PD	Review plan issues	1.40	1445.00	\$2,023.00
12/20/2021	LDJ	PD	Conference with Tim Cairns re: exclusivity extension	0.20	1445.00	\$289.00
12/20/2021	TPC	PD	Review and provide comments to co-counsel on motion to extend exclusive periods	0.80	875.00	\$700.00
12/21/2021	LDJ	PD	Review exclusivity extension motion	0.20	1445.00	\$289.00
12/21/2021	TPC	PD	Review and file motion to extend exclusive periods	0.40	875.00	\$350.00
12/22/2021	LDJ	PD	Correspondence with UST re: disclosure statement comments	0.20	1445.00	\$289.00
12/29/2021	LDJ	PD	Conference with Tim Cairns re: revised plan	0.20	1445.00	\$289.00
12/29/2021	TPC	PD	Correspond with team re: issues related to filing revised plan and DS	0.30	875.00	\$262.50
12/29/2021	TPC	PD	Correspond with co-counsel re: filing of revised plan and DS	0.20	875.00	\$175.00
12/30/2021	TPC	PD	Draft notice of revised plan/DS review revised plan and DS	1.00	875.00	\$875.00
12/30/2021	TPC	PD	Draft notice of revised DS approval order, review revised order	0.80	875.00	\$700.00
				<b>28.20</b>		<b>\$31,758.50</b>

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**Stay Litigation [B140]**

12/01/2021	TPC	SL	Work with team re: various stay relief matters	0.30	875.00	\$262.50
12/02/2021	TPC	SL	Review multiple precedents and sent to co-counsel re: stay relief motion and stipulation	1.60	875.00	\$1,400.00
12/16/2021	TPC	SL	Review precedents (0.8) and correspond with team (0.4) re: stay relief stipulations	1.20	875.00	\$1,050.00
12/21/2021	TPC	SL	Review and file motion to approve stip modifying stay	0.50	875.00	\$437.50
				<hr/>	<b>3.60</b>	<hr/> <b>\$3,150.00</b>

**TOTAL SERVICES FOR THIS MATTER:**

**\$50,326.00**

Pachulski Stang Ziehl & Jones LLP  
 Sequential Brands Group Inc.  
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**Expenses**

12/01/2021	RE2	SCAN/COPY ( 87 @0.10 PER PG)	8.70
12/01/2021	RE2	SCAN/COPY ( 38 @0.10 PER PG)	3.80
12/01/2021	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
12/02/2021	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
12/02/2021	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
12/02/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
12/02/2021	RE2	SCAN/COPY ( 19 @0.10 PER PG)	1.90
12/02/2021	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
12/02/2021	RE2	SCAN/COPY ( 6 @0.10 PER PG)	0.60
12/02/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
12/03/2021	RE2	SCAN/COPY ( 9 @0.10 PER PG)	0.90
12/03/2021	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
12/07/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
12/07/2021	RE2	SCAN/COPY ( 16 @0.10 PER PG)	1.60
12/07/2021	RE2	SCAN/COPY ( 155 @0.10 PER PG)	15.50
12/07/2021	RE2	SCAN/COPY ( 10 @0.10 PER PG)	1.00
12/07/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
12/07/2021	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
12/07/2021	RE2	SCAN/COPY ( 4 @0.10 PER PG)	0.40
12/07/2021	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
12/07/2021	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
12/07/2021	RE2	SCAN/COPY ( 102 @0.10 PER PG)	10.20
12/08/2021	RE2	SCAN/COPY ( 36 @0.10 PER PG)	3.60
12/08/2021	RE2	SCAN/COPY ( 12 @0.10 PER PG)	1.20
12/08/2021	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
12/08/2021	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
12/08/2021	RE2	SCAN/COPY ( 31 @0.10 PER PG)	3.10
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 Sequential Brands Group Inc.  
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 December 31, 2021

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12/31/2021	PAC	Pacer - Court Research	4.10

**Total Expenses for this Matter**

**\$148.40**



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**GZJ DKV'J**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

Objection Deadline: May 11, 2022 at 4:00 p.m.  
Hearing Date: To be scheduled if necessary

**FIFTH MONTHLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM JANUARY 1, 2022 THROUGH JANUARY 31, 2022**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	Effective <i>nunc pro tunc</i> to August 31, 2021 by order signed on or about October 4, 2021
Period for which Compensation and Reimbursement is Sought:	January 1, 2022 through January 31, 2022
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$55,656.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$ 377.60

This is a: ☒ monthly ☐ interim ☐ final application.

The total time expended for fee application preparation is approximately 2.0 hours  
and the corresponding compensation requested is approximately \$800.00.

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), TBM Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe's Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), G. Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors' corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

**PRIOR APPLICATIONS FILED**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved Fees</b>	<b>Approved Expenses</b>
01/11/22	08/31/21 – 09/30/21	\$130,911.00	\$40,968.44	\$104,728.80	\$40,968.44
02/01/22	10/01/21 – 10/31/21	\$ 53,573.00	\$ 969.25	\$ 42,858.40	\$ 969.25
02/22/22	11/01/21 – 11/30/21	\$ 34,649.00	\$ 476.00	\$ 27,719.20	\$ 476.00
03/18/22	12/01/21 – 12/31/21	\$ 50,326.00	\$ 148.40	\$ 40,260.80	\$ 148.40

**PSZ&J PROFESSIONALS**

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,575.00	10.50	\$16,537.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 995.00	30.20	\$30,049.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$ 925.00	4.80	\$ 4,440.00
Elizabeth C. Thomas	Paralegal 2016	\$ 495.00	5.50	\$ 2,722.50
Cheryl A. Knotts	Paralegal 2000	\$ 460.00	2.60	\$ 1,196.00
Andrea R. Paul	Case Management Assistant 2001	\$ 395.00	1.50	\$ 592.50
Sheryle L. Pitman	Case Management Assistant 2001	\$ 395.00	0.30	\$ 118.50

**Grand Total:       \$55,656.00**  
**Total Hours:       55.40**  
**Blended Rate:       \$1,004.62**

**COMPENSATION BY CATEGORY**

<b>Project Categories</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Analysis/Recovery	0.30	\$ 148.50
Bankruptcy Litigation	8.20	\$ 8,341.00
Case Administration	1.80	\$ 1,077.00
Claims Admin./Objections	0.60	\$ 945.00
Compensation of Professional	8.40	\$ 6,713.00
Compensation of Prof./Others	1.60	\$ 1,840.00
Financial Filings	6.90	\$ 6,805.50
Financing	4.30	\$ 4,974.50
Plan & Disclosure Statement	13.90	\$15,608.50
Stay Litigation	9.40	\$ 9,203.00

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Service Provider<sup>2</sup> (if applicable)</b>	<b>Total Expenses</b>
Court Research	Pacer	\$125.60
Reproduction Expense		\$ 5.20
Reproduction/ Scan Copy		\$246.80

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<sup>2</sup> PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: )  
 ) Chapter 11  
 )  
SEQUENTIAL BRANDS GROUP, INC., *et al.*,<sup>1</sup> ) Case No. 21-11194 (JTD)  
 )  
 ) (Jointly Administered)  
Debtors. )  
Objection Deadline: May 11, 2022 at 4:00 p.m.  
Hearing Date: To be scheduled if necessary

**FIFTH MONTHLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
OF PACHULSKI STANG ZIEHL & JONES LLP, AS  
CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM JANUARY 1, 2022 THROUGH JANUARY 31, 2022**

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 (collectively, the “Bankruptcy Rules”), and the “Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals,” signed on or about October 4, 2021 (“Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), Co-Counsel for the Debtors and Debtors in Possession, hereby submits its Fifth Monthly Application for Compensation and for Reimbursement of Expenses for the Period from January 1, 2022 through January 31, 2022 (the “Application”).

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), TBM Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), G. Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.

By this Application PSZ&J seeks a monthly interim allowance of compensation in the amount of \$55,656.00 and actual and necessary expenses in the amount of \$377.60 for a total allowance of \$56,033.60 and payment of \$44,524.80 (80% of the allowed fees) and reimbursement of \$377.60 (100% of the allowed expenses) for a total payment of \$44,902.40 for the period January 1, 2022 through January 31, 2022 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows:

**Background**

1. On August 31, 2021 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors have continued in possession of their property and continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On or about October 4, 2021, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty-one (21) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning

with the period ending October 31, 2021 and at three-month intervals thereafter or such other intervals convenient to the Court, each of the Professionals may file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. The retention of PSZ&J, as Co-Counsel for the Debtors and Debtors in Possession, was approved effective *nunc pro tunc* to August 31, 2021 by this Court's "Order Pursuant to Section 327(a) of the Bankruptcy Code, Rule 2014 of the Federal Rules of Bankruptcy Procedure and Local Rule 2014-1 Authorizing the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Co-Counsel for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date," signed on or about October 4, 2021 (the "Retention Order"). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**PSZ&J's APPLICATION FOR COMPENSATION AND  
FOR REIMBURSEMENT OF EXPENSES**

**Compensation Paid and Its Source**

5. All services for which PSZ&J requests compensation were performed for or on behalf of the Debtors.

6. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J has received

payments from the Debtors during the year prior to the Petition Date in the amount of \$350,000 in connection with the preparation of initial documents and the prepetition representation of the Debtors. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the payments to PSZ&J was credited to the Debtors and utilized as PSZ&J's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court in accordance with the Bankruptcy Code.

### **Fee Statements**

7. The fee statements for the Interim Period are attached hereto as Exhibit A. These statements contain daily time logs describing the time spent by each attorney and paraprofessional during the Interim Period. To the best of PSZ&J's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code and the Bankruptcy Rules. PSZ&J's time reports are initially handwritten by the attorney or paralegal performing the described services. The time reports are organized on a daily basis. PSZ&J is particularly sensitive to issues of "lumping" and, unless time was spent in one time frame on a variety of different matters for a particular client, separate time entries are set forth in the time reports. PSZ&J's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code. PSZ&J has reduced its charges related to any non-working "travel time" to fifty percent (50%) of PSZ&J's standard hourly rate. To the extent it is feasible, PSZ&J professionals attempt to work during travel.



**Actual and Necessary Expenses**

8. A summary of actual and necessary expenses incurred by PSZ&J for the Interim Period is attached hereto as part of Exhibit A. PSZ&J customarily charges \$0.10 per page for photocopying expenses related to cases, such as these, arising in Delaware. PSZ&J's photocopying machines automatically record the number of copies made when the person that is doing the copying enters the client's account number into a device attached to the photocopier. PSZ&J summarizes each client's photocopying charges on a daily basis.

9. PSZ&J charges \$.25 per page for out-going facsimile transmissions. There is no additional charge for long distance telephone calls on faxes. The charge for outgoing facsimile transmissions reflects PSZ&J's calculation of the actual costs incurred by PSZ&J for the machines, supplies and extra labor expenses associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. PSZ&J does not charge the Debtors for the receipt of faxes in these cases.

10. With respect to providers of on-line legal research services (e.g., LEXIS and WESTLAW), PSZ&J charges the standard usage rates these providers charge for computerized legal research. PSZ&J bills its clients the actual amounts charged by such services, with no premium. Any volume discount received by PSZ&J is passed on to the client.

11. PSZ&J believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, PSZ&J believes that such charges are in accordance with the American Bar Association's ("ABA") guidelines, as set forth in the

ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

**Summary of Services Rendered**

12. The names of the partners and associates of PSZ&J who have rendered professional services in these cases during the Interim Period, and the paralegals and case management assistants of PSZ&J who provided services to these attorneys during the Interim Period, are set forth in the attached Exhibit A.

13. PSZ&J, by and through such persons, has prepared and assisted in the preparation of various motions and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with the Debtors' bankruptcy cases, and performed all necessary professional services which are described and narrated in detail below. PSZ&J's efforts have been extensive due to the size and complexity of the Debtors' bankruptcy cases.

**Summary of Services by Project**

14. The services rendered by PSZ&J during the Interim Period can be grouped into the categories set forth below. PSZ&J attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or more categories, services pertaining to one category may in fact be included in another category. These services performed, by categories, are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. Exhibit A identifies the attorneys and paraprofessionals who rendered services relating to each category,

along with the number of hours for each individual and the total compensation sought for each category.

**A. Asset Analysis and Recovery**

15. This category relates to work regarding asset analysis and recovery issues. During the Interim Period, the Firm, among other things, prepared and efiled Certification of Counsel to Motion to Establish de minimus Asset Procedures.

Fees: \$148.50; Hours: 0.30

**B. Bankruptcy Litigation**

16. This category relates to work regarding motions and adversary proceedings in the Bankruptcy Court. During the Interim Period, the Firm, among other things: (1) performed work regarding Agenda Notices and Hearing Binders; (2) performed work regarding orders; and (3) corresponded regarding litigation issues.

Fees: \$8,341.00; Hours: 8.20

**C. Case Administration**

17. This category relates to work regarding administration of this case. During the Interim Period, the Firm, among other things, maintained document control and maintained a memorandum of critical dates.

Fees: \$1,077.00; Hours: 1.80

**D. Compensation of Professionals**

18. This category relates to work regarding compensation of the Firm. During the Interim Period, the Firm, among other things, performed work regarding the Firm's September and October 2021, and First quarterly, fee applications.

Fees: \$945.00; Hours: 0.60

**E. Compensation of Professionals--Others**

19. This category relates to work regarding compensation of professionals, other than the Firm. During the Interim Period, the Firm, among other things, performed work regarding the GDC and Miller Buckfire fee applications, and corresponded regarding compensation issues.

Fees: \$1,840.00; Hours: 1.60

**F. Financial Filings**

20. This category relates to work regarding compliance with reporting requirements. During the Interim Period, the Firm, among other things, performed work regarding Monthly Operating Reports.

Fees: \$6,805.50; Hours: 6.90

**G. Financing**

21. This category relates to work regarding Debtor in Possession financing and use of cash collateral. During the Interim Period, the Firm, among other things: (1) reviewed and analyzed a DIP financing motion and order; (2) reviewed and analyzed forbearance issues; and (3) corresponded regarding financing issues.

Fees: \$4,974.50; Hours: 4.30

#### **H. Plan and Disclosure Statement**

22. This category relates to work regarding a Plan of Reorganization (“Plan”) and Disclosure Statement. During the Interim Period, the Firm, among other things:

(1) performed research; (2) reviewed and analyzed exculpation and release issues; (3) reviewed and analyzed comments of the United States Trustee regarding exculpation and release issues; (4) performed work regarding an amended Plan and Disclosure Statement; (5) performed work regarding an amended order approving Disclosure Statement; (6) performed work regarding a confirmation hearing notice; (7) reviewed and analyzed solicitation and ballot issues; (8) reviewed and analyzed comments of the United States Trustee regarding the Plan; and (9) corresponded and conferred regarding Plan and Disclosure Statement issues.

Fees: \$15,608.50; Hours: 13.90

#### **I. Stay Litigation**

23. This category relates to work regarding the automatic stay and relief from stay motions. During the Interim Period, the Firm, among other things: (1) performed work regarding a relief from stay stipulation and order in the Fiuzzi matter; (2) reviewed and analyzed insurance issues; and (3) corresponded regarding stay litigation issues.

Fees: \$9,203.00; Hours: 9.40

#### **Valuation of Services**

24. Attorneys and paraprofessionals of PSZ&J expended a total 55.40 hours in connection with their representation of the Debtors during the Interim Period, as follows:

<b>Name of Professional Individual</b>	<b>Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate (including Changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Laura Davis Jones	Partner 2000; Joined Firm 2000; Member of DE Bar since 1986	\$1,575.00	10.50	\$16,537.50
Timothy P. Cairns	Partner 2012; Member of DE Bar since 2002-2014; 2017-Present	\$ 995.00	30.20	\$30,049.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$ 925.00	4.80	\$ 4,440.00
Elizabeth C. Thomas	Paralegal 2016	\$ 495.00	5.50	\$ 2,722.50
Cheryl A. Knotts	Paralegal 2000	\$ 460.00	2.60	\$ 1,196.00
Andrea R. Paul	Case Management Assistant 2001	\$ 395.00	1.50	\$ 592.50
Sheryle L. Pitman	Case Management Assistant 2001	\$ 395.00	0.30	\$ 118.50

**Grand Total:      \$55,656.00**  
**Total Hours:        55.40**  
**Blended Rate:       \$1,004.62**

25. The nature of work performed by these persons is fully set forth in Exhibit A attached hereto. These are PSZ&J's normal hourly rates for work of this character. The reasonable value of the services rendered by PSZ&J for the Debtors during the Interim Period is \$55,656.00.

26. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (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 the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, PSZ&J respectfully requests that, for the period of January 1, 2022 through January 31, 2022, an interim allowance be made to PSZ&J for compensation in the amount of \$55,656.00 and actual and necessary expenses in the amount of \$377.60 for a total allowance of \$56,033.60 and payment of \$44,524.80 (80% of the allowed fees) and reimbursement of \$377.60 (100% of the allowed expenses) be authorized for a total payment of \$44,902.40; and for such other and further relief as this Court deems proper.

Dated: April 20, 2022

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

Laura Davis Jones (Bar No. 2436)

Timothy P. Cairns (Bar No. 4228)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19899 (Courier 19801)

Tel: (302) 652-4100

Fax: (302) 652-4400

Email: [ljones@pszjlaw.com](mailto:ljones@pszjlaw.com)

[tcairns@pszjlaw.com](mailto:tcairns@pszjlaw.com)

Co-Counsel for the Debtors and Debtors in Possession

**DECLARATION**

STATE OF DELAWARE       :  
   :  
COUNTY OF NEW CASTLE   :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

a)       I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b)       I am familiar with the work performed on behalf of the debtors and debtors in possession by the lawyers and paraprofessionals of PSZ&J.

c)       I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 4, 2021 and submit that the Application substantially complies with such Rule and Order.

/s/ Laura Davis Jones  
Laura Davis Jones



# **EXHIBIT A**

**Pachulski Stang Ziehl & Jones LLP**

919 North Market Street  
17th Floor  
Wilmington, DE 19801

January 31, 2022

Invoice 129884

Client 78080

Matter 00001

**LDJ**

Eric Gul  
Sequential Brands Group Inc.  
1407 Broadway 38th floor  
New York, NY 10018

RE: Debtor Representation

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**STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 01/31/2022**

FEES	\$55,656.00
EXPENSES	\$377.60
<b>TOTAL CURRENT CHARGES</b>	<b>\$56,033.60</b>

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**Summary of Services by Professional**

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
ARP	Paul, Andrea R.	Case Man. Asst.	395.00	1.50	\$592.50
CAK	Knotts, Cheryl A.	Paralegal	460.00	2.60	\$1,196.00
LCT	Thomas, Elizabeth C.	Paralegal	495.00	5.50	\$2,722.50
LDJ	Jones, Laura Davis	Partner	1575.00	10.50	\$16,537.50
SLP	Pitman, L. Sheryle	Case Man. Asst.	395.00	0.30	\$118.50
TPC	Cairns, Timothy P.	Partner	995.00	30.20	\$30,049.00
WLR	Ramseyer, William L.	Counsel	925.00	4.80	\$4,440.00
				<u>55.40</u>	<u>\$55,656.00</u>

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**Summary of Services by Task Code**

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis/Recovery[B120]	0.30	\$148.50
BL	Bankruptcy Litigation [L430]	8.20	\$8,341.00
CA	Case Administration [B110]	1.80	\$1,077.00
CO	Claims Admin/Objections[B310]	0.60	\$945.00
CP	Compensation Prof. [B160]	8.40	\$6,713.00
CPO	Comp. of Prof./Others	1.60	\$1,840.00
FF	Financial Filings [B110]	6.90	\$6,805.50
FN	Financing [B230]	4.30	\$4,974.50
PD	Plan & Disclosure Stmt. [B320]	13.90	\$15,608.50
SL	Stay Litigation [B140]	9.40	\$9,203.00
		55.40	<hr/> \$55,656.00

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**Summary of Expenses**

<u>Description</u>	<u>Amount</u>
Pacer - Court Research	\$125.60
Reproduction Expense [E101]	\$5.20
Reproduction/ Scan Copy	\$246.80
	<hr/>
	\$377.60

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>Asset Analysis/Recovery[B120]</b>						
01/05/2022	LCT	AA	Prepare Certification of Counsel re motion establish de minimus asset procedures (.2); efile same and upload order for approval (.1).	0.30	495.00	\$148.50
				<b>0.30</b>		<b>\$148.50</b>
<b>Bankruptcy Litigation [L430]</b>						
01/01/2022	LDJ	BL	Review work in process, scheduling	0.20	1575.00	\$315.00
01/04/2022	LCT	BL	Draft 1/11 hearing agenda.	0.10	495.00	\$49.50
01/05/2022	LDJ	BL	Review matters scheduled for 1/11 hearing	0.20	1575.00	\$315.00
01/05/2022	LDJ	BL	Preparation for 1/11 hearing	0.60	1575.00	\$945.00
01/05/2022	ARP	BL	Prepare hearing and virtual notebook for hearing on 1-11-22.	1.50	395.00	\$592.50
01/05/2022	TPC	BL	Multiple items of correspondence with team re: preparations for upcoming hearing	0.60	995.00	\$597.00
01/05/2022	TPC	BL	Review CNOs and orders for submission	0.40	995.00	\$398.00
01/05/2022	TPC	BL	Further correspondence with team re: submission of orders in advance of hearing	0.50	995.00	\$497.50
01/05/2022	LCT	BL	Revise and circulate 1/11 hearing agenda and coordinate binder prep.	0.30	495.00	\$148.50
01/06/2022	LCT	BL	Revise hearing agenda.	0.10	495.00	\$49.50
01/07/2022	TPC	BL	Correspond with court and team re: hearing preparations	0.20	995.00	\$199.00
01/07/2022	TPC	BL	Review and file agenda for upcoming hearing	0.60	995.00	\$597.00
01/07/2022	TPC	BL	Review and file amended agenda	0.30	995.00	\$298.50
01/07/2022	LCT	BL	Revise 1/11 hearing agenda (.2); efile and coordinate service of same (.1); submit same to court (.1).	0.40	495.00	\$198.00
01/07/2022	LCT	BL	Prepare amended agenda canceling hearing (.1); efile and coordinate service of same (.1); submit same to court (.1).	0.30	495.00	\$148.50
01/09/2022	LDJ	BL	Review docket, scheduling	0.30	1575.00	\$472.50
01/16/2022	LDJ	BL	Review docket, scheduling	0.30	1575.00	\$472.50
01/20/2022	LDJ	BL	Review insurance issues, motion	0.60	1575.00	\$945.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/21/2022	LDJ	BL	Conference with Tim Cairns re: insurance order	0.20	1575.00	\$315.00
01/23/2022	LDJ	BL	Review docket, scheduling	0.20	1575.00	\$315.00
01/30/2022	LDJ	BL	Review work in process, scheduling	0.30	1575.00	\$472.50
				<b>8.20</b>		<b>\$8,341.00</b>

### Case Administration [B110]

01/03/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/04/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/05/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/06/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/07/2022	SLP	CA	Maintain document control.	0.30	395.00	\$118.50
01/07/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.20	495.00	\$99.00
01/10/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/13/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/14/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/20/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/27/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/28/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
01/31/2022	LDJ	CA	Correspondence with Josh Brody re: fee reserve	0.20	1575.00	\$315.00
01/31/2022	LCT	CA	Research and update critical dates memorandum with respect to recently filed pleadings.	0.10	495.00	\$49.50
				<b>1.80</b>		<b>\$1,077.00</b>

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<b>Claims Admin/Objections[B310]</b>						
01/04/2022	LDJ	CO	Respond to creditor inquiries	0.20	1575.00	\$315.00
01/18/2022	LDJ	CO	Respond to creditor inquiries	0.20	1575.00	\$315.00
01/26/2022	LDJ	CO	Respond to creditor inquiry	0.20	1575.00	\$315.00
				<b>0.60</b>		<b>\$945.00</b>

### **Compensation Prof. [B160]**

01/10/2022	CAK	CP	Review and edit bill through September 30, 2021	0.50	460.00	\$230.00
01/10/2022	WLR	CP	Draft September 2021 fee application	1.50	925.00	\$1,387.50
01/10/2022	WLR	CP	Review and revise September 2021 fee application	0.80	925.00	\$740.00
01/11/2022	CAK	CP	Edit September 2021 bill	0.30	460.00	\$138.00
01/11/2022	CAK	CP	Review and update 1st Monthly fee application	0.60	460.00	\$276.00
01/11/2022	LDJ	CP	Review and finalize interim fee application (August 31 - September 30, 2021)	0.40	1575.00	\$630.00
01/11/2022	LCT	CP	Prepare notice to PSZ&J 1st fee application (.1); efile and coordinate service of fee application (.2).	0.30	495.00	\$148.50
01/13/2022	CAK	CP	Review and edit October bill	0.40	460.00	\$184.00
01/14/2022	WLR	CP	Draft October 2021 fee application	0.70	925.00	\$647.50
01/14/2022	TPC	CP	Review and file notice of rate increase	0.30	995.00	\$298.50
01/16/2022	WLR	CP	Review and revise October 2021 fee application	1.10	925.00	\$1,017.50
01/17/2022	WLR	CP	Draft 1st quarterly fee application	0.70	925.00	\$647.50
01/31/2022	CAK	CP	Review and edit reselected October bill	0.30	460.00	\$138.00
01/31/2022	CAK	CP	Review and update October fee application	0.50	460.00	\$230.00
				<b>8.40</b>		<b>\$6,713.00</b>

### **Comp. of Prof./Others**

01/10/2022	LDJ	CPO	Correspondence with Stephen Silverman re: GD fee application	0.20	1575.00	\$315.00
01/11/2022	LCT	CPO	Prepare Cert of No Obj. re Miller Buckfire 1st fee application (.1); efile same (.1).	0.20	495.00	\$99.00
01/12/2022	LDJ	CPO	Teleconference with Stephen Silverman re: GD fee	0.10	1575.00	\$157.50



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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			application			
01/12/2022	LDJ	CPO	Review fee hearing issues	0.20	1575.00	\$315.00
01/12/2022	TPC	CPO	Correspond with co-professionals and court re: respond to various comments from court-related to final fee hearing	0.60	995.00	\$597.00
01/14/2022	LDJ	CPO	Correspondence with Josh Brody re: GD fee application	0.10	1575.00	\$157.50
01/27/2022	TPC	CPO	Review and file GDC fee application	0.20	995.00	\$199.00
				<b>1.60</b>		<b>\$1,840.00</b>

### Financial Filings [B110]

01/10/2022	LDJ	FF	Conference with Tim Cairns re: MORs	0.20	1575.00	\$315.00
01/10/2022	TPC	FF	Correspond with client and UST office re: issues related to MOR forms	0.80	995.00	\$796.00
01/20/2022	TPC	FF	Review issues/precedent and respond to client re: research and respond to multiple questions from client related to MOR	1.20	995.00	\$1,194.00
01/21/2022	LDJ	FF	Review MORs	0.30	1575.00	\$472.50
01/21/2022	TPC	FF	Review and file MOR	2.60	995.00	\$2,587.00
01/21/2022	TPC	FF	Work with staff re: address various issues related to formatting and substance of MOR	0.90	995.00	\$895.50
01/21/2022	LCT	FF	Prepare attachments for certain MORs for Dec 2021.	0.40	495.00	\$198.00
01/21/2022	LCT	FF	Efile (8) MORs for Dec 2021.	0.30	495.00	\$148.50
01/24/2022	TPC	FF	Work with staff re filing of MORs	0.20	995.00	\$199.00
				<b>6.90</b>		<b>\$6,805.50</b>

### Financing [B230]

01/06/2022	LDJ	FN	Correspondence with Gibson re: DIP issues	0.20	1575.00	\$315.00
01/10/2022	LDJ	FN	Correspondence with Tim Cairns re: DIP forbearance	0.20	1575.00	\$315.00
01/10/2022	LDJ	FN	Review DIP forbearance issues	0.80	1575.00	\$1,260.00
01/10/2022	TPC	FN	Review DIP motion, orders, etc. re: respond to co-counsel inquiry regarding DIP forbearance	1.80	995.00	\$1,791.00
01/10/2022	TPC	FN	Correspond with team re: DIP forbearance	0.30	995.00	\$298.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/10/2022	TPC	FN	Review precedents from previous cases re: DIP forbearance	1.00	995.00	\$995.00
				<b>4.30</b>		<b>\$4,974.50</b>

### **Plan & Disclosure Stmt. [B320]**

01/02/2022	LDJ	PD	Review plan issues	0.50	1575.00	\$787.50
01/03/2022	LDJ	PD	Correspondence with Gibson re: plan issues	0.20	1575.00	\$315.00
01/03/2022	LDJ	PD	Conference with Tim Cairns re: plan issues	0.20	1575.00	\$315.00
01/03/2022	LDJ	PD	Review proposed revisions to disclosure statement, plan	0.30	1575.00	\$472.50
01/03/2022	LDJ	PD	Teleconference with Gibson, UST re: exculpation, releases	0.20	1575.00	\$315.00
01/03/2022	LDJ	PD	Review amended disclosure statement and plan	0.70	1575.00	\$1,102.50
01/03/2022	TPC	PD	Review precedent and correspond with team re: respond to UST issues related to exculpation/releases	0.70	995.00	\$696.50
01/03/2022	TPC	PD	Teleconferences with UST re: release issues	0.10	995.00	\$99.50
01/03/2022	TPC	PD	Review amended plan and DS for filing	1.00	995.00	\$995.00
01/03/2022	TPC	PD	Review amended order approving DS for filing	0.50	995.00	\$497.50
01/04/2022	TPC	PD	Further review of revised plan and DS	0.90	995.00	\$895.50
01/05/2022	TPC	PD	Review DS approval order and COC submitting order	1.10	995.00	\$1,094.50
01/05/2022	LCT	PD	Prepare Cert of No Obj. with proposed order re exclusivity motion (.1); efile same and upload order for approval (.1).	0.20	495.00	\$99.00
01/05/2022	LCT	PD	Prepare Certification of Counsel re order approving disclosure statement.	0.20	495.00	\$99.00
01/06/2022	TPC	PD	Review COC/order approving DS (0.5); coordinate with team for filing of same (0.2)	0.70	995.00	\$696.50
01/06/2022	LCT	PD	Prepare Certification of Counsel re disclosure statement order (.2); efile same and upload order for approval (.3).	0.50	495.00	\$247.50
01/12/2022	TPC	PD	Review and file confirmation hearing notice	0.40	995.00	\$398.00
01/12/2022	TPC	PD	Review and file solicitation versions of plan and DS	0.60	995.00	\$597.00

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/12/2022	LCT	PD	Efile solicitation versions of plan and disclosure statement (.1); efile and coordinate service of notice of confirmation hearing (.2).	0.30	495.00	\$148.50
01/13/2022	LDJ	PD	Correspondence with Gibson re: solicitation issues	0.30	1575.00	\$472.50
01/13/2022	TPC	PD	Review plan and DS order (0.9) and correspond with co-counsel (0.4) re: issues related to solicitation of ballot	1.30	995.00	\$1,293.50
01/24/2022	LDJ	PD	Review plan issues	0.30	1575.00	\$472.50
01/24/2022	TPC	PD	Review UST comments on plan (0.6) and work with team re: same (0.2)	0.80	995.00	\$796.00
01/26/2022	LDJ	PD	Review plan issues, precedent	1.40	1575.00	\$2,205.00
01/26/2022	TPC	PD	Review comments to UST issues with plan; review precedent	0.50	995.00	\$497.50
				<b>13.90</b>		<b>\$15,608.50</b>

#### **Stay Litigation [B140]**

01/05/2022	LCT	SL	Prepare Cert of No Obj. with proposed order re motion approving stipulation with Fiuzzi re stay relief.	0.20	495.00	\$99.00
01/06/2022	TPC	SL	Correspond with team re: stipulation approving stay relief	0.30	995.00	\$298.50
01/07/2022	TPC	SL	Review and file CNO re: stay relief stipulation with PI claimants	0.30	995.00	\$298.50
01/07/2022	LCT	SL	Efile CNO re motion approve Fiuzzi stipulation re stay relief and upload order.	0.10	495.00	\$49.50
01/20/2022	TPC	SL	Review stipulation and precedent re: insurers request for stay relief fro D&O defense funds	1.30	995.00	\$1,293.50
01/20/2022	TPC	SL	Correspond with team re: insurers relief from stay request	0.30	995.00	\$298.50
01/20/2022	TPC	SL	Draft certification/order to approve relief from stay stipulation re: insurers need for order to release D&O funds	1.40	995.00	\$1,393.00
01/21/2022	TPC	SL	Correspond with UST and team re: Chubb stipulation for D&O funds	0.40	995.00	\$398.00
01/24/2022	TPC	SL	Review precedents and case law re: entry of stay relief order without motion	1.10	995.00	\$1,094.50

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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
01/24/2022	TPC	SL	Correspond with team and UST re entry of stay relief order	0.20	995.00	\$199.00
01/26/2022	TPC	SL	Correspond with team and UST re: Chubb stay relief stipulation	0.30	995.00	\$298.50
01/27/2022	TPC	SL	Correspond with UST and team re: motion to approve Chubb stip	0.30	995.00	\$298.50
01/28/2022	TPC	SL	Draft motion to approve stipulation with Chubb re: stay relief	3.20	995.00	\$3,184.00
				<b>9.40</b>		<b>\$9,203.00</b>
<b>TOTAL SERVICES FOR THIS MATTER:</b>						<b>\$55,656.00</b>

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**Expenses**

01/04/2022	RE2	SCAN/COPY ( 100 @0.10 PER PG)	10.00
01/04/2022	RE2	SCAN/COPY ( 288 @0.10 PER PG)	28.80
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01/05/2022	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
01/05/2022	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
01/05/2022	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
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01/05/2022	RE2	SCAN/COPY ( 27 @0.10 PER PG)	2.70
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01/05/2022	RE2	SCAN/COPY ( 67 @0.10 PER PG)	6.70
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01/05/2022	RE2	SCAN/COPY ( 48 @0.10 PER PG)	4.80
01/05/2022	RE2	SCAN/COPY ( 73 @0.10 PER PG)	7.30
01/05/2022	RE2	SCAN/COPY ( 76 @0.10 PER PG)	7.60
01/05/2022	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
01/05/2022	RE2	SCAN/COPY ( 55 @0.10 PER PG)	5.50
01/05/2022	RE2	SCAN/COPY ( 85 @0.10 PER PG)	8.50
01/05/2022	RE2	SCAN/COPY ( 22 @0.10 PER PG)	2.20
01/05/2022	RE2	SCAN/COPY ( 78 @0.10 PER PG)	7.80

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01/05/2022	RE2	SCAN/COPY ( 42 @0.10 PER PG)	4.20
01/06/2022	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
01/07/2022	RE2	SCAN/COPY ( 12 @0.10 PER PG)	1.20
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01/07/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/07/2022	RE2	SCAN/COPY ( 8 @0.10 PER PG)	0.80
01/07/2022	RE2	SCAN/COPY ( 6 @0.10 PER PG)	0.60
01/07/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/07/2022	RE2	SCAN/COPY ( 7 @0.10 PER PG)	0.70
01/07/2022	RE2	SCAN/COPY ( 12 @0.10 PER PG)	1.20
01/07/2022	RE2	SCAN/COPY ( 4 @0.10 PER PG)	0.40
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01/07/2022	RE2	SCAN/COPY ( 4 @0.10 PER PG)	0.40
01/10/2022	RE	Reproduction Expense. [E101]	3.60
01/11/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/11/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/11/2022	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/11/2022	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/11/2022	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/11/2022	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
01/11/2022	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/11/2022	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
01/11/2022	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
01/11/2022	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/11/2022	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
01/11/2022	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
01/11/2022	RE2	SCAN/COPY ( 17 @0.10 PER PG)	1.70
01/11/2022	RE2	SCAN/COPY ( 26 @0.10 PER PG)	2.60
01/12/2022	RE2	SCAN/COPY ( 111 @0.10 PER PG)	11.10
01/14/2022	RE2	SCAN/COPY ( 4 @0.10 PER PG)	0.40
01/14/2022	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
01/16/2022	RE	Reproduction Expense. [E101]	1.60
01/18/2022	RE2	SCAN/COPY ( 70 @0.10 PER PG)	7.00
01/19/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20

Pachulski Stang Ziehl & Jones LLP  
 Sequential Brands Group Inc.  
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01/22/2022	RE2	SCAN/COPY ( 12 @0.10 PER PG)	1.20
01/22/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/22/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/24/2022	RE2	SCAN/COPY ( 38 @0.10 PER PG)	3.80
01/24/2022	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/24/2022	RE2	SCAN/COPY ( 23 @0.10 PER PG)	2.30
01/24/2022	RE2	SCAN/COPY ( 24 @0.10 PER PG)	2.40
01/24/2022	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
01/24/2022	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/24/2022	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/24/2022	RE2	SCAN/COPY ( 18 @0.10 PER PG)	1.80
01/24/2022	RE2	SCAN/COPY ( 13 @0.10 PER PG)	1.30
01/24/2022	RE2	SCAN/COPY ( 39 @0.10 PER PG)	3.90
01/25/2022	RE2	SCAN/COPY ( 2 @0.10 PER PG)	0.20
01/25/2022	RE2	SCAN/COPY ( 3 @0.10 PER PG)	0.30
01/25/2022	RE2	SCAN/COPY ( 1 @0.10 PER PG)	0.10
01/28/2022	RE2	SCAN/COPY ( 60 @0.10 PER PG)	6.00
01/28/2022	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
01/28/2022	RE2	SCAN/COPY ( 75 @0.10 PER PG)	7.50
01/28/2022	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
01/28/2022	RE2	SCAN/COPY ( 14 @0.10 PER PG)	1.40
01/31/2022	PAC	Pacer - Court Research	125.60

**Total Expenses for this Matter**

**\$377.60**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**ORDER GRANTING SECOND QUARTERLY APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
PACHULSKI STANG ZIEHL & JONES LLP, AS CO-COUNSEL  
FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM NOVEMBER 1, 2021 THROUGH JANUARY 31, 2022**

Pachulski Stang Ziehl & Jones LLP (“PSZ&J”), as co-counsel for the Debtors and Debtors in Possession (the “Debtors”) in the above-captioned cases, filed its Second Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from November 1, 2021 through January 31, 2022 (the “Second Quarterly Application”). The Court has reviewed the Second Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Second Quarterly Application, and any hearing on the Second Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Second Quarterly Application. Accordingly, it is hereby

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), TBM Company, Inc. (7003), American Sporting Goods Corporation (1696), LNT Brands LLC (3923), Joe’s Holdings LLC (3085), Gaiam Brand Holdco, LLC (1581), G. Americas, Inc. (8894), SBG-Gaiam Holdings, LLC (8923), SBG Universe Brands, LLC (4322), and GBT Promotions LLC (7003). The Debtors’ corporate headquarters and the mailing address for each Debtor is 105 E. 34th Street, #249, New York, NY 10016.



ORDERED that the Second Quarterly Application is GRANTED, on an interim basis. The Debtors in the above cases shall pay to PSZ&J the sum of \$140,631.00 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$1,002.00 for a total of \$141,633.00 for services rendered and disbursements incurred by PSZ&J for the period November 1, 2021 through January 31, 2022, less any amounts previously paid in connection with the monthly fee applications.

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