

Fill in this information to identify the case:

Debtor Sequential Brands Group, Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number 21-11194

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>See summary page</u> Name of the current creditor (the person or entity to be paid for this claim) _____ Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? See summary page	Where should payments to the creditor be sent? (if different)
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)		
Contact phone <u>215-979-1547</u> Contact phone _____ Contact email <u>wmsimkulak@duanemorris.com</u> Contact email _____		
Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____		
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ <div style="text-align: right;">MM / DD / YYYY</div>	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



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Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: __ __ __ __
7. How much is the claim?	\$ <u>See attached.</u> Does this amount include interest or other charges? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. <u>Insurance policies and related agreements. See attached.</u>
9. Is all or part of the claim secured?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature or property: <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principle residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Identify the property: <u>See attached.</u>



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 11/11/2021
MM / DD / YYYY

/s/Adrienne Logan
Signature

Print the name of the person who is completing and signing this claim:

Name Adrienne Logan
First name Middle name Last name

Title Legal Analyst, Global Litigation

Company Chubb
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 436 Walnut Street, Philadelphia, PA, 19106

Contact phone _____ Email _____



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 556-7696 | International 001-310-823-9000

Debtor: 21-11194 - Sequential Brands Group, Inc. District: District of Delaware		
Creditor: ACE American Insurance Company on its own behalf and on behalf of all of the ACE Companies Duane Morris LLP c/o Wendy M. Simkulak 30 S. 17th Street Philadelphia, PA, 19103 Phone: 215-979-1547 Phone 2: Fax: Email: wmsimkulak@duanemorris.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: Insurance policies and related agreements. See attached.	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: See attached.	Includes Interest or Charges: No	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: Yes, See attached.	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Adrienne Logan on 11-Nov-2021 9:39:04 a.m. Eastern Time Title: Legal Analyst, Global Litigation Company: Chubb		
Optional Signature Address: Adrienne Logan 436 Walnut Street Philadelphia, PA, 19106 Telephone Number: Email:		

**ADDENDUM TO PROOF OF CLAIM OF
ACE AMERICAN INSURANCE COMPANY
ON ITS OWN BEHALF AND ON BEHALF OF ALL OF THE ACE COMPANIES**

1. This Addendum is attached to and a part of the proof of claim (the “Proof of Claim”) filed by ACE American Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates (the “Claimant” and together with its affiliates and successors, the “ACE Companies”)¹ against Sequential Brands Group, Inc. and the other entities set forth on Exhibit “A” attached hereto (collectively, the “Debtors”) in the bankruptcy case of Sequential Brands Group, Inc. pursuant to the Bar Date Order (as defined herein).² As the documents supporting this claim are voluminous and contain confidential personal and/or commercial information, Claimant has not attached them to Claimant’s Proof of Claim. Copies of such documents are or should be, upon information and belief, in the possession of the Debtors. Claimant will provide copies of such documents to other parties upon request provided that appropriate steps can be taken to ensure their confidentiality, as necessary or appropriate.

¹ For purposes of this Proof of Claim, the ACE Companies shall refer to only those entities related to ACE American Insurance Company prior to January 14, 2016 (the date on which the ACE Companies completed an acquisition of the Chubb group of companies).

² On or about October 4, 2021, the Court (as defined herein) entered that certain *Order (I) Setting Bar Dates For Filing Proofs Of Claim, Including Requests For Payment Under Section 503(B)(9), (II) Setting A Bar Date For The Filing Of Proofs Of Claim By Governmental Units, (III) Setting A Bar Date For The Filing Of Requests For Allowance Of Administrative Expense Claims, (IV) Establishing Amended Schedules Bar Date And Rejection Damages Bar Date, (V) Approving The Form Of And Manner For Filing Proofs Of Claim, (VI) Approving Notice Of Bar Dates, And (VII) Granting Related Relief* (the “Bar Date Order”) [Doc. No. 162] which provides, *inter alia*, that notwithstanding anything to the contrary in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rules for the District of Delaware, any order of this Court or any proof of claim form or notice of the bar date, (i) the Claimant on its own behalf and on behalf of all of the ACE Companies shall be permitted to file a single proof of claim in the bankruptcy case of Sequential Brands Group, Inc., (ii) such claim shall be deemed filed by each of the ACE Companies not only in that case, but also in the chapter 11 cases of each of the Debtors, and (iii) as the documents supporting the Proof of Claim are voluminous and contain confidential information, the documents supporting the Proof of Claim will not need to be filed with the Proof of Claim. *See* Bar Date Order at ¶ 21.

2. On August 31, 2021 (the “Petition Date”), the Debtors filed their respective voluntary petitions for bankruptcy relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

3. Prior to the Petition Date, the ACE Companies issued certain insurance policies (as renewed, amended, modified, endorsed or supplemented from time to time, collectively, the “Policies”) to the Debtors as named insureds.

4. Under the Policies and any agreements related thereto (collectively, the “ACE Insurance Program”), the ACE Companies provide, *inter alia*, certain directors’ and officers’, private company, crime, international and certain other insurance for specified policy periods subject to certain limits, deductibles, retentions, exclusions, terms and conditions, as more particularly described therein; and the insureds, including one or more of the Debtors, are required to pay to the ACE Companies certain amounts including, but not limited to, insurance premiums (including audit premiums), deductibles, funded deductibles, expenses, taxes, assessments and surcharges, as more particularly described in the ACE Insurance Program (the “Obligations”).³

5. To the extent that a Debtor is an insured under the ACE Insurance Program and has in the past or the present received, or in the future receives, any benefit – directly or indirectly – under the ACE Insurance Program including, but not limited to, any payment by any of the ACE Companies to or on behalf of the Debtor with respect to a claim made under the ACE

³ For the avoidance of doubt, Obligations shall include any non-monetary obligations that the insureds, including one or more of the Debtors, may have. The ACE Companies specifically reserve and preserve all rights with respect to such non-monetary obligations including, but not limited to, the right to amend this Proof of Claim to assert a claim for amounts incurred by the ACE Companies based on any failure of the insureds to satisfy such non-monetary obligations.

Insurance Program, then the Debtor is jointly and severally liable with other insureds for the Obligations arising with respect to such claim under the ACE Insurance Program.

6. As of the date hereof, each of the Debtors are liable to the ACE Companies in a contingent and unliquidated amount (collectively, the “Claim”) for the Obligations.

7. The Claim is currently contingent, unliquidated and subject to further and future adjustments and estimations by the Claimant, from time to time, in accordance with the terms of the ACE Insurance Program including, without limitation, additional amounts that may become due for premium, deductibles, expenses, taxes, assessments and surcharges.

8. The Claim is evidenced by the ACE Insurance Program, including, without limitation, those Policies listed on Exhibit “B” hereto.⁴

9. A portion of the Claim is or may be entitled to administrative expense priority under 11 U.S.C. §§ 503(b) and 507(a)(2).

10. The Claim may be secured by letters of credit, letters of indemnity, trusts, escrows, surety bonds, cash collateral, additional paid deposit funds, or other amounts.

11. The Claimant reserves and preserves the right: (a) to file and seek payment of additional claims for (i) administrative expenses, (ii) attorneys’ fees and costs, and (iii) cure amounts or rejection damages; (b) to estimate contingent claims and assert additional claims if contingent claims are estimated or liquidated; and (c) to assert any other claims the Claimant may have against the Debtors relating to or incidental to the Obligations and the documents referenced herein. The Claimant reserves and preserves all rights to assert any and all defense,

⁴ Exhibit B is non-exhaustive and may include Policies under which amounts are not yet nor ever may become due and owing. However, because the Policies are part of the ACE Insurance Program, the ACE Companies have included them herein and reserve all rights with respect thereto including, but not limited to, amending this Proof of Claim to assert any amounts that may become due thereunder.

setoff and/or recoupment against the Debtors. The Claimant reserves the right to amend and/or further supplement this Proof of Claim to, *inter alia*, (a) adjust the amount of the Claim to reflect an updated actuarial review and/or financial analysis and/or (b) include additional collateral required as a result thereof. In light of the COVID-19 outbreak, Claimant further reserves and preserves its rights with respect to the foregoing and any adjustments, modifications, revisions or other changes that may arise with respect to this Proof of Claim made necessary by financial, actuarial or other administrative complications occurring as a result of the outbreak.

12. The filing of this Proof of Claim is not intended, and should not be construed, as (a) an election of remedies; (b) a waiver of any past, present or future default or event of default; (c) a waiver or limitation of the Claimant's rights or defenses; (d) a waiver of the Claimant's claims against the Debtors or any of the Debtors' subsidiaries or affiliates; (e) a waiver of the Claimant's right to draw on any collateral or security; (f) a waiver of the Claimant's claims against any person, entity, property, or other parties liable to it (whether under the ACE Insurance Program or otherwise); (g) a determination as to coverage or entitlements to benefits as to coverage under the ACE Insurance Program or a submission to the jurisdiction of this Court for the determination of any coverage issues; (h) a waiver of the ACE Companies' rights under the ACE Insurance Program, including the right to require arbitration; (i) a consent to jurisdiction of this Court with respect to proceedings, if any, commenced involving the Proof of Claim or the Claimant, (j) a waiver or release of the right to request withdrawal of the reference with respect to the subject matter of the Proof of Claim, any objection thereto, any other proceeding commenced with respect thereto, or any other proceeding that may be commenced in this case against or otherwise involving the Claimant; (k) a waiver or release of the ACE Companies' right to trial by jury in this Court or any other court or forum as to any and all matter

so triable herein, whether or not the same be designated legal or private rights or in any case, controversy or proceeding related hereto, notwithstanding the designation or not of such matters as “core proceedings” pursuant to 28 U.S.C. § 157(b)(2), and whether or not such jury trial right is under a statute or the United States Constitution; or (l) a waiver or release of the ACE Companies’ right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge.

13. All notices to the Claimant relating to this Proof of Claim should be sent to the Claimant as follows:

c/o Chubb f/k/a ACE
436 Walnut Street
Philadelphia, PA 19106
Attention: Adrienne Logan

With a copy to counsel for the Claimant:

Wendy M. Simkulak, Esquire
DUANE MORRIS LLP
30 S. 17th Street
Philadelphia, PA 19103

14. This Proof of Claim is filed as a separate claim from other claims that may be filed by or on behalf of the Claimant or any of its affiliates against the Debtor, and does not replace or supersede such other claims.

EXHIBIT A

DEBTOR NAMES

	Debtor Name	Case No.
1.	Sequential Brands Group, Inc.	21-11194
2.	SQBQ, Inc.	21-11195
3.	Sequential Licensing, Inc.	21-11196
4.	William Rast Licensing, LLC	21-11197
5.	Heeling Sports Limited	21-11198
6.	Brand Matter, LLC	21-11199
7.	SBG FM, LLC	21-11200
8.	Galaxy Brands LLC	21-11201
9.	The Basketball Marketing Company, Inc.	21-11202
10.	American Sporting Goods Corporation	21-11203
11.	LNT Brands LLC	21-11204
12.	Joe's Holdings LLC	21-11205
13.	Gaiam Brand Holdco, LLC	21-11206
14.	Gaiam Americas, Inc.	21-11207
15.	SBG-Gaiam Holdings, LLC	21-11208
16.	SBG Universe Brands, LLC	21-11209
17.	GBT Promotions LLC	21-11210

EXHIBIT B

The ACE Companies' Claim is evidenced by, without limitation, the Policies, and includes, without limitation, the following and all other documents, instruments, agreements or policies, and any and all endorsements, addenda, amendments, renewals, supplements and modifications to any of the following:

Policies include, but are not limited to:

Policy Number	Policy Period	Insurer	Type of Coverage
G25577954	03/29/2019-03/29/2022	ACE American Insurance Company	D&O
G25577954	02/22/2018-03/29/2019	ACE American Insurance Company	D&O
G25577954	02/22/2017-02/22/2018	ACE American Insurance Company	D&O
G25577954	02/22/2016-02/22/2017	ACE American Insurance Company	D&O
G26811181	03/29/2019-03/29/2022	ACE American Insurance Company	D&O
G26811181	02/22/2018-03/29/2019	ACE American Insurance Company	D&O
G26811181	02/22/2017-02/22/2018	ACE American Insurance Company	D&O
G26811181	02/22/2016-02/22/2017	ACE American Insurance Company	D&O
G26811181	02/22/2015-02/22/2016	ACE American Insurance Company	D&O
G26811181	02/22/2014-02/22/2015	ACE American Insurance Company	D&O
G27952513	02/09/2016-02/09/2017	Westchester Fire Insurance Company	Private Company
Q20003825	11/01/2002-11/01/2003	Illinois Union Insurance Company	Crime
D36750479	06/25/2006-06/25/2007	ACE American Insurance Company	International
D37284749	06/25/2008-06/25/2009	ACE American Insurance Company	International
D37284749	06/25/2007-06/25/2008	ACE American Insurance Company	International

Reservation of Rights

The brief summary of the Policies contained herein is for descriptive purposes only and is not intended to be binding on the ACE Companies or constitute their position with respect to the proper interpretation and meaning thereof. For a complete and accurate explanation of the terms and conditions of the Policies, reference should be made to the actual Policies.