

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

In re:)	
)	Chapter 11
SEQUENTIAL BRANDS GROUP, INC., <i>et al.</i> , ¹)	
)	Case No. 21-11194 (JTD)
Debtors.)	
)	(Jointly Administered)
)	
)	
)	
)	
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DECLARATION OF VAROUJ BAKHSHIAN REGARDING THE SOLICITATION OF VOTES AND TABULATION OF BALLOTS CAST ON THE FIRST AMENDED DISCLOSURE STATEMENT FOR JOINT PLAN OF LIQUIDATION OF SEQUENTIAL BRANDS GROUP, INC AND ITS DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE SUBMITTED BY THE DEBTORS

I, Varouj Bakhshian, declare under penalty of perjury:

1. I am a Director of Corporate Restructuring Services employed by Kurtzman Carson Consultants LLC (“**KCC**”), located at 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. I am over the age of 18 and not a party to this action.

2. Kevin Martin, Managing Director of Public Securities Services at KCC, assisted in the service and tabulation described herein.

3. I submit this declaration (the “**Voting Report**”) with respect to the solicitation of votes and the tabulation of ballots cast on the *First Amended Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the*

¹ The Debtors, along with the last four digits of each Debtor’s tax identification number, are: Sequential Brands Group, Inc. (2789), SQBG, Inc. (9546), Sequential Licensing, Inc. (7108), William Rast Licensing, LLC (4304), Heeling Sports Limited (0479), Brand Matter, LLC (1258), SBG FM, LLC (8013), Galaxy Brands LLC (9583), 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.



Bankruptcy Code [Docket No. 380], dated January 3, 2022 (together with all exhibits thereto, including, without limitation, the Plan Supplement, and as it may be amended, modified or supplemented, the “**Plan**”),² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and/or my review of the relevant documents. I am authorized to submit this Voting Report on behalf of KCC. If I were called to testify, I would testify competently as to the facts set forth herein.

4. On September 1, 2021, the Court entered the *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent* (the “**Noticing Agent Order**”) [Docket No. 66]. On October 4, 2021, the Court entered the *Order Authorizing the Debtors to Employ and Retain Kurtzman Carson Consultants LLC as Administrative Advisor Effective Nunc Pro Tunc to the Petition Date* [Docket No. 166] (“**Administrative Advisor Order**”) and together with the Noticing Agent Order, the “**Retention Orders**”. The Retention Orders authorize KCC to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed plans of reorganization.

A. Service and Transmittal of Solicitation Packages and Tabulation Process

5. On January 7, 2022, the Court entered the *Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Scheduling Plan Confirmation Hearing and Approving Form and Manner of Related Notice and Objection Procedures, (IV) Approving Solicitation Packages and Procedures and Deadlines for Soliciting, Receiving, and Tabulating Votes on the Plan, and (V) Approving the Form of Ballot and Notice to Non-Voting Classes*

² All capitalized terms used but not otherwise defined herein shall have the meaning provided to them in the Plan.

[Docket No. 392] (the “**Disclosure Statement Order**”)³ establishing, among other things, certain solicitation and voting tabulation procedures and approving the *First Amended Disclosure Statement for Joint Plan of Liquidation of Sequential Brands Group, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code Submitted by the Debtors* (the “**Disclosure Statement**”).

6. On January 7, 2022, KCC posted links to the electronic versions of the Confirmation Hearing Notice, Disclosure Statement Order, Plan, and Disclosure Statement on the public access website at www.kccllc.net/SQBG. Solicitation versions of the foregoing documents were also posted on the website on January 12, 2022.

7. In accordance with the Disclosure Statement Order, on January 18, 2022, KCC caused to be served: (i) the Confirmation Hearing Notice on the creditor matrix and all other parties required to receive such notice, (ii) Solicitation Packages on all known holders of Claims in Class 3 (Term B Secured Claims) (the “**Voting Class**”), (iii) the Notice of Non-Voting Status to Holders of Classes 1, 2, 4, 5, 6, 7, & 8 Claims and Interests in lieu of a Solicitation Package, and (iv) Notice of Non-Voting Status to Contract and Lease Counterparties in lieu of a Solicitation Package. A Certificate of Service evidencing the service of the foregoing was filed with the Court on January 21, 2022 [Docket No. 416]. Supplemental service of the Confirmation Hearing Notice and Notice of Non-Voting Status to Holders of Classes 1, 2, 4, 5, 6, 7, & 8 Claims and Interests was served on January 27, 2022 and February 11, 2022 and Certificates of Service were filed with the Court on February 1, 2022 and February 15, 2022 [Docket Nos. 429 and 443, respectively]. Supplemental service of the Confirmation Hearing Notice was served on January 21, 2022 and February 15, 2022 and Certificates of Service were filed with the Court on

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Disclosure Statement Order and the Plan

January 25, 2022 and February 16, 2022 [Docket Nos. 426 and 448, respectively]; and on January 24, 2022 and February 4, 2022 per postal forwarding addresses and Certificates of Service were filed with the Court on February 1, 2022 and February 4, 2022 [Docket Nos 430 and 437, respectively].

B. Tabulation Process

8. The Disclosure Statement Order established January 11, 2022 as the date for determining which holders of Claims were entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the “**Voting Record Date**”). Pursuant to the Disclosure Statement Order, Holders of Claims in Class 3 were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

9. Pursuant to the Disclosure Statement Order, KCC relied on the Debtors’ Schedules of Assets and Liabilities, the Claims information reflected in KCC’s CaseView (“CaseView”)⁴ system and on information provided by Debtors’ counsel to identify and solicit Holders of Claims and Interests in the Voting Class.

10. KCC also relied on a security position report provided by The Depository Trust Company as of the Voting Record Date to identify the bank and brokerage firms that held Class 8 Existing Equity Interests on behalf of underlying beneficial owners as well as a report of Registered Holders of Class 8 Equity Interests provided by Computershare Limited. (Debtors’ stock transfer agent) who were entitled to receive the Notice of Non-Voting Status to Holders of Classes 1, 2, 4, 5, 6, 7, & 8 Claims and Interests.

11. Using the information outlined above, and with guidance from the Debtors’ counsel, KCC created a voting database reflecting the names and addresses of Holders of Claims

⁴ CaseView is KCC’s claims management database, which stores the records and images associated with all scheduled and filed claims.

and Interests, the classification of Claims and Interests, and voting amounts in the Voting Class. Specifically, using its CaseView system and voting database, KCC generated ballots for Holders of Claims entitled to vote to accept or reject the Plan.

12. The Disclosure Statement Order established February 15, 2022 at 4:00 p.m. (prevailing Eastern Time) as the deadline by which ballots for accepting or rejecting the Plan had to be actually received by KCC in order to be counted (the “**Voting Deadline**”).

13. Pursuant to the Disclosure Statement Order, KCC received and tabulated the ballots submitted by Holders of Claims and Interests in the Voting Class as follows: (a) each returned ballot was opened and inspected at KCC’s office; (b) paper ballots were date-stamped and scanned into the CaseView system; (c) each electronic ballot was electronically received and processed; and (d) all ballots received on or before the Voting Deadline were entered into KCC’s CaseView system, and tabulated in accordance with the tabulation rules outlined in the Disclosure Statement Order.

14. The final tabulation of votes cast by timely and properly completed ballots received by KCC is attached hereto as **Exhibit A**.

C. Conclusion

15. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of ballots in connection with the Plan is true. The ballots received by KCC are stored at KCC’s office and are available for inspection by or submission to this Court.

Dated: February 18, 2022

/s/ Varouj Bakhshian
Varouj Bakhshian
Director, Corporate Restructuring Services
Kurtzman Carson Consultants LLC

Exhibit A

Voting Tabulation Report

Exhibit A

**First Amended Joint Plan of Liquidation for
Sequential Brands Group Inc. and Its Debtor Affiliates
Ballot Tabulation Summary**

Summary by Class

Class Name	Class Description	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	% Amount Accepted	% Amount Rejected
3	Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$30,488,780.00	\$30,488,780.00	\$0.00	100.00%	0.00%

Summary by Debtor

Debtor Name	Class & Description	Members Voted	Members Accepted	Members Rejected	Members Abstained	% Members Accepted	% Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	% Amount Accepted	% Amount Rejected
American Sporting Goods Corp.	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Brand Matter, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Gaiam Americas, Inc.	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Gaiam Brand Holdco, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Galaxy Brands, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Heeling Sports Limited	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Joe's Holdings, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
LNT Brands, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
SBG FM, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
SBG Universe Brands, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
SBG-Gaiam Holdings, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
Sequential Brands Group, Inc.	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$30,488,645.00	\$30,488,645.00	\$0.00	100.00%	0.00%
Sequential Licensing, Inc.	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
SQBG, Inc.	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
The Basketball Marketing Company, Inc.	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%
William Rast Licensing, LLC	3 - Term B Secured Claims	9	9	0	0	100.00%	0.00%	\$9.00	\$9.00	\$0.00	100.00%	0.00%

Exhibit A

**First Amended Joint Plan of Liquidation for
Sequential Brands Group Inc. and Its Debtor Affiliates
Class 3 Voting Detail**

Date Filed	Ballot No.	Creditor Name	Class & Description	Voting Amount	Vote	Third Party Release	
						Opt-Out Election	Debtor Name
02/14/2022	49	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$708,848.48	Accept	No	Sequential Brands Group, Inc.
02/14/2022	85	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/14/2022	86	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/14/2022	87	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/14/2022	88	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/14/2022	89	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	90	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/14/2022	92	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/14/2022	94	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/14/2022	136	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/14/2022	137	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/14/2022	139	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/14/2022	140	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/14/2022	141	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/14/2022	142	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/14/2022	143	Apollo Centre Street Partnership, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/14/2022	50	Apollo Investment Corporation	3 - Term B Secured Claims	\$1,293,012.41	Accept	No	Sequential Brands Group, Inc.
02/14/2022	55	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	56	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/14/2022	57	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/14/2022	58	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/14/2022	59	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/14/2022	60	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/14/2022	61	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/14/2022	62	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/14/2022	63	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/14/2022	64	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/14/2022	65	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/14/2022	66	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/14/2022	67	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/14/2022	68	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/14/2022	69	Apollo Investment Corporation	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/14/2022	51	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$279,613.49	Accept	No	Sequential Brands Group, Inc.
02/14/2022	70	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/14/2022	71	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/14/2022	72	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/14/2022	73	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/14/2022	74	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/14/2022	75	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/14/2022	76	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/14/2022	77	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.

Exhibit A

**First Amended Joint Plan of Liquidation for
Sequential Brands Group Inc. and Its Debtor Affiliates
Class 3 Voting Detail**

Date Filed	Ballot No.	Creditor Name	Class & Description	Voting Amount	Vote	Third Party Release	
						Opt-Out Election	Debtor Name
02/14/2022	78	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/14/2022	79	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/14/2022	80	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/14/2022	81	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/14/2022	82	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/14/2022	83	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/14/2022	84	Apollo Kings Alley Credit Fund, LP	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	52	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$436,214.48	Accept	No	Sequential Brands Group, Inc.
02/14/2022	91	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	93	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/14/2022	95	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/14/2022	96	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/14/2022	99	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/14/2022	103	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/14/2022	104	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/14/2022	105	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/14/2022	106	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/14/2022	109	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/14/2022	110	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/14/2022	114	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/14/2022	121	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/14/2022	132	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/14/2022	144	Apollo Moultrie Credit Fund, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/14/2022	53	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$272,634.02	Accept	No	Sequential Brands Group, Inc.
02/14/2022	97	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/14/2022	98	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/14/2022	100	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/14/2022	101	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/14/2022	102	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/14/2022	107	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/14/2022	111	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/14/2022	112	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/14/2022	113	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/14/2022	115	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/14/2022	116	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/14/2022	117	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/14/2022	118	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/14/2022	119	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/14/2022	122	Apollo Tactical Value SPN Investments, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	54	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$242,208.11	Accept	No	Sequential Brands Group, Inc.
02/14/2022	108	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC

Exhibit A

**First Amended Joint Plan of Liquidation for
Sequential Brands Group Inc. and Its Debtor Affiliates
Class 3 Voting Detail**

Date Filed	Ballot No.	Creditor Name	Class & Description	Voting Amount	Vote	Third Party Release	
						Opt-Out Election	Debtor Name
02/14/2022	120	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	123	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/14/2022	124	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/14/2022	125	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/14/2022	126	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/14/2022	127	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/14/2022	128	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/14/2022	129	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/14/2022	130	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/14/2022	131	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/14/2022	133	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/14/2022	134	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/14/2022	135	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/14/2022	138	Apollo Union Street Partners, L.P.	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/07/2022	3	Darby Creek LLC	3 - Term B Secured Claims	\$2,196,425.71	Accept	No	Sequential Brands Group, Inc.
02/10/2022	4	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/10/2022	5	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/10/2022	6	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/10/2022	7	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/10/2022	8	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/10/2022	9	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/10/2022	10	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/10/2022	11	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/10/2022	12	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/10/2022	13	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/10/2022	14	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/10/2022	35	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/10/2022	36	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/10/2022	37	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/10/2022	38	Darby Creek LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/07/2022	1	Dunlap Funding LLC	3 - Term B Secured Claims	\$3,826,526.33	Accept	No	Sequential Brands Group, Inc.
02/10/2022	29	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/10/2022	30	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/10/2022	31	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/10/2022	32	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/10/2022	33	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/10/2022	34	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/10/2022	39	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/10/2022	40	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/10/2022	41	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/10/2022	42	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC

Exhibit A

**First Amended Joint Plan of Liquidation for
Sequential Brands Group Inc. and Its Debtor Affiliates
Class 3 Voting Detail**

Date Filed	Ballot No.	Creditor Name	Class & Description	Voting Amount	Vote	Third Party Release	
						Opt-Out Election	Debtor Name
02/10/2022	43	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/10/2022	44	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/10/2022	45	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/10/2022	46	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/10/2022	47	Dunlap Funding LLC	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC
02/14/2022	2	FS KKR Capital Corp	3 - Term B Secured Claims	\$21,233,161.97	Accept	No	Sequential Brands Group, Inc.
02/14/2022	15	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	SQBG, Inc.
02/10/2022	16	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Sequential Licensing, Inc.
02/10/2022	17	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	William Rast Licensing, LLC
02/10/2022	18	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Heeling Sports Limited
02/10/2022	19	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Brand Matter, LLC
02/10/2022	20	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	SBG FM, LLC
02/10/2022	21	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Galaxy Brands, LLC
02/10/2022	22	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	The Basketball Marketing Company, Inc.
02/10/2022	23	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	American Sporting Goods Corp.
02/10/2022	24	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	LNT Brands, LLC
02/10/2022	25	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Joe's Holdings, LLC
02/10/2022	26	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Brand Holdco, LLC
02/10/2022	27	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	Gaiam Americas, Inc.
02/10/2022	28	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	SBG-Gaiam Holdings, LLC
02/10/2022	48	FS KKR Capital Corp	3 - Term B Secured Claims	\$1.00	Accept	No	SBG Universe Brands, LLC