Fill in this information to identify the case:

Debtor 1 SEQUENTIAL LICENSING, INC.

Debtor 2
(Spouse, if filing)

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

Case number 2111196 JTD

☒ Date Stamped Copy Returned
☐ No self addressed stamped envelope
☐ No copy to return

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 of 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?

FRANCHISE TAX BOARD
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?

☒ No
☐ Yes. From whom?

3. Where should notices and payments to the creditor be sent?

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Where should notice to the creditor be sent?	Where should payments to the creditor be sent? (if different)
BANKRUPTCY SECTION MS A340	
FRANCHISE TAX BOARD Name	Name
PO Box 2952 Number Street	Number Street
Sacramento CA 95812-2952 City State ZIP Code	City Sate ZIP Code
Contact phone (916) 845-4750	Contact phone
Contact email	Contact email

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Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. Does this claim amend one already filed?

☐ No
☒ Yes. Claim number on court claims registry (if known) 105 Filed on 02/10/2022
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☒ No
☐ Yes. Who made the earlier filing?

FTB 6631 C ARCS (REV 06-2019)

2111196220225000000000001

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?

☐ No
☒ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 0499

7. How much is the claim?

$ 2,446,715.97. **Does this amount include interest or other charges?**

☐ No
☒ 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.

Taxes and/or fees

9. Is all or part of the claim secured?

☒ No
☐ Yes. The claim is secured by a lien on property.

Nature of property:

☐ Real estate. If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim.*
☐ Motor vehicle
☐ 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 amounts 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) ________ %

☐ Fixed
☐ Variable

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10. Is this claim based on a lease?

☒ No
☐ Yes. **Amount necessary to cure any default as of the date of the petition.** $ ________

11. Is this claim subject to a right of setoff?

☐ No
☒ Yes. Identify the property: See Attachment

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.*	**Amount entitled to priority**
	☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	$
	☐ 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).	$ 2,086,446.17
	☐ 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.	

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 the guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment 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 a 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 02/23/2022
MM / DD / YYYY

Rebecca Estonilo
/s/: REBECCA ESTONILO
Signature

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

Name: REBECCA ESTONILO
First name Middle name Last name

Title: Franchise Tax Board Claim Agent

BANKRUPTCY SECTION MS A340

Company: FRANCHISE TAX BOARD
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address: PO Box 2952
Number Street

Sacramento CA 95812-2952
City State ZIP Code

Contact phone (916) 845-4750 Email

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February 23, 2022

SQBG Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo CA 90245

To whom it may concern,

Enclosed are the Amended Proof of Claim of the following entities:

1. Sequential Brands Group, Inc.
2. People's Liberation, Inc.
3. Sequential Licensing, Inc.
4. Heeling Sports Ltd
5. The Basketball Marketing Company, Inc.
6. American Sporting Goods Corp.
7. Gaiam Americas, Inc.

Please sign and send back the copy of the transmittal with the attached pre-stamp envelope.

Thanks.

Vivian Ho

VIVIAN HO
Senior Compliance Representative

STATE OF CALIFORNIA
BANKRUPTCY SECTION MS A-340
FRANCHISE TAX BOARD
PO BOX 2952
SACRAMENTO CA 95812-2952

Date: 02/23/22

Bankruptcy Case Number:
2111196 JTD

Account Number(s):
XXX0499XXX

Proof of Claim

Liability Type:
BANK AND CORPORATION

SQBG CLAIMS PROCESSING CENTER
c/o KURTZMAN CARSON CONSULTANTS LLC

222 N. PACIFIC COAST HIGHWAY, SUITE 300
EL SEGUNDO CA 90245

Debtor(s): **SEQUENTIAL LICENSING, INC.**

Total Claim Amount: $ 2,446,715.97

Secured Claim: $

Unsecured Priority Claim: $ 2,086,446.17

Unsecured General Claim: $ 360,269.80

Basis of Liability Statement

Claim	Basis	Period	Tax	Penalty	Interest	Costs	Total Claim
B	4	12/31/2018	$185,997.00	$0.00	$21,748.01	$0.00	$207,745.01
B	4	12/31/2019	$1,801,249.00	$0.00	$77,452.16	$0.00	$1,878,701.16
C	4	12/31/2019	$0.00	$360,269.80	$0.00	$0.00	$360,269.80
T	3	12/31/2021	$0.00	$0.00	$0.00	$0.00	TBD
T	4	12/31/2020	$0.00	$0.00	$0.00	$0.00	TBD

Claim

A. Secured
B. Unsecured Priority
C. Unsecured General
T. To Be Determined

Basis

1. Tax Return Filed With Balance Due
3. No Tax Return Filed
4. Audit Assessment
5. Other

The Franchise Tax Board Bankruptcy Section takes an active role in resolving bankruptcy issues. We can receive delinquent tax returns and encourage correspondence and telephone calls. We provide assistance to prevent unnecessary litigation. Call (916) 845-4750 or fax (916) 845-9799 if you need assistance.

STATE OF CALIFORNIA
BANKRUPTCY SECTION MS A340
FRANCHISE TAX BOARD
PO BOX 2952
SACRAMENTO CA 95812-2952

Bankruptcy Case Number: 2111196 JTD
Petition Date: 08/31/2021

Debtor(s): SEQUENTIAL LICENSING, INC.

Attachment

The Franchise Tax Board (FTB) reserves the right to amend this claim in accordance with applicable law, including, without limitation, modifying the amounts:

- Based on any audit or investigation conducted by FTB related to any of the tax years on this *Proof of Claim*, including any filed income tax returns.
- Based on additional penalties and/or interest related to tax years on the *Proof of Claim*.
- Claimed as an administrative expense, as a secured claim, as an unsecured priority claim, or as an unsecured general claim for the purposes of this bankruptcy case.

FTB's records indicate a tax return has **not** been filed for the following tax year(s):
2021

Accordingly, FTB reserves the right to amend this claim based upon receipt of such income tax return(s), any audit or investigation of such tax return(s), or any other audit or investigation.

Except to the extent stated herein, FTB has not identified a right of setoff or counterclaim. However, this determination is based on available data and is not intended to waive any right of setoff against this claim of debts owed to this debtor by FTB or any other state agency. All rights of setoff are preserved and will be asserted to the extent lawful.

FTB records indicate that debtor Sequential Brands Group Inc., jointly-administered bankruptcy case number 21-11194-JTD, filed tax returns identifying SQBG, Inc. as the key corporation for the various related debtor entities (collectively, the "Combined Group"). The key corporation acts as a surety for any and all unpaid tax obligations owed by the Combined Group, and is liable for the entire tax obligations owed by the Combined Group. At this time, FTB determined SQBG, Inc. has been suspended as the key corporation. Consequently, the Combined Group needs to designate a valid key corporation, which may be one of the entities in bankruptcy. FTB has filed protective claims against each related debtor entity in the aggregate amount of FTB's current estimate of the unpaid tax obligation of the Combined Group, based on their potential key corporation liability. FTB reserves the right to amend its claim. In the event this debtor it not designated to be the key corporation, FTB will amend its claim. FTB's current estimate of the intrastated tax obligation amount for this debtor is $0.00 and $0.00 for 2018 and 2019 tax years, plus any applicable interest and penalties.

The debtor may have liabilities or potential liabilities to the Internal Revenue Service (IRS) of which FTB is not aware. Any such liabilities or potential liabilities may require an amendment to this claim and FTB reserves the right to do so. In addition, the debtor is required to report any changes or corrections made to its federal returns to FTB pursuant to California Revenue and Taxation Code § 18622. Accordingly, FTB reserves the right to amend this claim upon receipt of notification of any such changes or corrections.

FTB recorded or filed the following *Notice(s) of State Tax Lien* related to the liabilities in this *Proof of Claim*:

Lien Certificate Number	Recording/ Filing Date	County Recorder or Secretary of State	Recording Information	Tax Years
N/A	N/A	N/A	N/A	N/A