

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re

Diamond Comic Distributors, Inc., *et al.*,

Debtors.¹

Case No. 25-10308 (DER)

Chapter 11

(Jointly Administered)

Re: D.I. 168

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDER (I)
APPROVING ASSET PURCHASE AGREEMENT AMONG DIAMOND COMIC
DISTRIBUTORS, INC., DIAMOND SELECT TOYS & COLLECTIBLES, LLC, AND
ALLIANCE ENTERTAINMENT, LLC; (II) APPROVING SALE OF
SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF
LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS; (III) APPROVING
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES; AND (IV) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby certifies that:

1. On February 21, 2025, the Debtors filed the *Debtors' Motion for an Entry of an Order (I) Approving the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances; (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [D.I. 168] (the “Sale Motion”).

2. A hearing on the Sale Motion took place on April 7, 2025 and April 8, 2025 (the “Sale Hearing”). As stated on the record at the Sale Hearing, the Debtors and Alliance Entertainment, LLC (“Alliance”), reached an agreement with respect to the sale of substantially all the Debtors' assets to Alliance.

¹ The Debtors in these chapter 11 cases along with the last four digits of the Debtors' federal tax identification numbers are: Diamond Comic Distributors, Inc. (3450); Comic Holdings, Inc. (7457); Comic Exporters, Inc. (7458); and Diamond Select Toys & Collectibles, LLC (6585). The Debtors' mailing address is: 10150 York Road, Suite 300, Hunt Valley, Maryland 21030.

3. Attached hereto as **Exhibit A** is a revised proposed sale order (the “Revised Proposed Order”), which attaches the asset purchase agreement, dated April 10, 2025, between the Debtors and Alliance as Exhibit 1. Attached hereto as **Exhibit B** is a redline comparing the Revised Proposed Order against the proposed order attached to the Sale Motion.

4. The Debtors have provided the Revised Proposed Order to Alliance, the Official Committee of Unsecured Creditors (the “Committee”), JPMorgan Chase Bank, N.A. (the “DIP Lender”), the Office of the United States Trustee (the “U.S. Trustee”), counsel to Bandai Namco Toys & Collectibles America, Inc., counsel to The Pokémon Company International, Inc., and counsel to AIREIT Olive Branch DC LLC and Anson Logistics Assets LLC. The foregoing parties do not object to entry of the Revised Proposed Order.

5. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience.

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Dated: April 10, 2025

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