

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

In re:

Nogin, Inc., *et al.*,

Debtors.¹

)
) Chapter 11
)
)
) Case No. 23-11945 (CTG)
)
)
) (Joint Administration Requested)
)
)
)

***SECOND AMENDED*² NOTICE OF (I) FILING OF BANKRUPTCY PETITIONS AND
RELATED DOCUMENTS AND (II) AGENDA FOR HEARING ON FIRST DAY
MOTIONS SCHEDULED FOR DECEMBER 7, 2023 AT 1:00 P.M. (ET), BEFORE THE
HONORABLE CRAIG T. GOLDBLATT, AT THE UNITED STATES BANKRUPTCY
COURT FOR THE DISTRICT OF DELAWARE³**

**THE REMOTE HEARING WILL BE CONDUCTED ENTIRELY BY ZOOM.
COURTCALL WILL NOT BE USED TO DIAL IN.**

PLEASE USE THE FOLLOWING LINK TO REGISTER FOR THE HEARING:

<https://debuscourts.zoomgov.com/meeting/register/vJItceigpiIjEzROnSmVcE96ZW0F5kqd-Oo>

**ONCE REGISTERED, PARTIES WILL RECEIVE A CONFIRMATION EMAIL
CONTAINING PERSONAL LOG-IN INFORMATION FOR THE HEARING.**

PLEASE TAKE NOTICE that on December 5, 2023, the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the following voluntary petitions (collectively, the “**Petitions**”) for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532:

¹ The Debtors in these chapter 11 cases and the last four digits of their respective federal tax identification number are: Nogin, Inc. (0703); Nogin Commerce, Inc. (0719); Native Brands Group LLC (0504). The mailing address for the Debtors is 105 E. 34th St, Suite 137, New York, NY 10016.

² The Debtors are filing this second amended agenda to address an issue with the Zoom link. No other changes have been made.

³ All motions and other pleadings referenced herein are available online at the following address: www.donlinrecano.com/nogin.

A. Voluntary Petitions:

1. Nogin, Inc. [[Docket No. 1](#) – filed December 5, 2023]
2. Nogin Commerce, Inc. [[Docket No. 1](#) – filed December 5, 2023]
3. Native Brands Group LLC [[Docket No. 1](#) – filed December 5, 2023]

PLEASE TAKE FURTHER NOTICE that, in addition to filing the Petitions, the Debtors filed the following first day motions and related documents (collectively, the “**First Day Motions**”):

B. First Day Declaration:

4. Declaration of Vladimir Kasparov in Support of Debtors’ Chapter 11 Petitions and First Day Motions [[Docket No. 15](#) – filed December 5, 2023]

C. First Day Motions:

5. Motion of Debtors for Entry of an Order Authorizing the Joint Administration of the Chapter 11 Cases [[Docket No. 2](#) – filed December 5, 2023]
6. Application of Debtors for Appointment of Donlin, Recano & Company, Inc. as Claims and Noticing Agent [[Docket No. 3](#) – filed December 5, 2023]
7. Motion of Debtors for Interim and Final Orders (I) Establishing Procedures for Determining Adequate Assurance of Payment, (II) Finding Utilities Adequately Assured of Payment, (III) Prohibiting Utilities from Altering, Refusing, or Discontinuing Utility Services, and (IV) Granting Related Relief [[Docket No. 4](#) – filed December 5, 2023]
8. Motion of Debtors for Interim and Final Orders (I) Authorizing the Debtors to Continue and Renew Their Insurance Programs and Premium Financing and to Pay All Obligations with Respect Thereto, (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers, and (III) Granting Related Relief [[Docket No. 5](#) – filed December 5, 2023]
9. Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees; and (II) Granting Related Relief [[Docket No. 6](#) – filed December 5, 2023]
10. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Compensation, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs, (II) Modifying the Automatic Stay with Respect to the Workers’ Compensation Program and (III) Granting Related Relief [[Docket No. 7](#) – filed December 5, 2023]

11. Motion of Debtors for Interim and Final Orders (I) Authorizing the Debtors to (A) File and Maintain Consolidated Creditor Lists, and (B) Redact Certain Personal Identification Information for Individuals, (II) Approving Special Electronic Noticing Procedures, and (III) Granting Related Relief [[Docket No. 8](#) – filed December 5, 2023]
12. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Continue Their Customer Programs and Honor Prepetition Obligations Related Thereto, and (II) Granting Related Relief [[Docket No. 9](#) – filed December 5, 2023]
13. Motion of Debtors for Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of (A) Critical Vendors and (B) Shippers, and (II) Granting Related Relief [[Docket No. 10](#) – filed December 5, 2023]
14. Motion of Debtors for Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Certain Prepetition Customer Remittance Claims; and (B) Perform Under Master Service Agreements in the Ordinary Course of Business; and (II) Granting Related Relief [[Docket No. 11](#) – filed December 5, 2023]
15. Motion of Debtors for Interim and Final Orders (I) Authorizing Continued Use of the Debtors’ Existing Cash Management System and Bank Accounts; (II) Authorizing Continued Use of Existing Business Forms; (III) Authorizing Continued Performance of Intercompany Transactions; (IV) Waiving Certain United States Trustee Guidelines; and (V) Granting Related Relief [[Docket No. 12](#) – filed December 5, 2023]
16. Motion of Debtors for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506(C), 507 and 552, (I) Granting Expedited Relief, (II) Approving Postpetition Financing, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Authorizing Use of Cash Collateral, (V) Granting Adequate Protection, (VI) Modifying Automatic Stay, and (VII) Granting Related Relief [[Docket No. 13](#) – filed December 5, 2023]
 - i. Declaration of Robin Chiu in Support of Motion of Debtors for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506(c), 507 and 552, (I) Granting Expedited Relief, (II) Approving Postpetition Financing, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Authorizing Use of Cash Collateral, (V) Granting Adequate Protection, (VI) Modifying Automatic Stay, and (VII) Granting Related Relief [[Docket No. 14](#) – filed December 5, 2023]
 - ii. Notice of Filing of Form of DIP Credit Agreement [[Docket No. 30](#) – filed December 6, 2023]

PLEASE TAKE FURTHER NOTICE that a hearing with respect to the First Day Motions is scheduled for December 7, 2023 at 1:00 p.m. (ET) before The Honorable Craig T. Goldblatt,

United States Bankruptcy Judge for the District of Delaware (the “**First Day Hearing**”). Parties who wish to participate in the First Day Hearing may do so by joining the Zoom hearing at: <https://debuscourts.zoomgov.com/meeting/register/vJltceigpjIjEzROnSmVcE96ZW0F5kqd-Oo>.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the First Day Motions may be made at the First Day Hearing.

Dated: December 7, 2023
Wilmington, Delaware

/s/ Matthew P. Milana

Daniel J. DeFranceschi (No. 2732)

John H. Knight (No. 3848)

Michael J. Merchant (No. 3854)

David T. Queroli (No. 6318)

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