

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

In re:	)	
	)	Chapter 11
Nogin, Inc., <i>et al.</i> ,	)	Case No. 23-11945 (CTG)
Debtors. ¹	)	(Jointly Administered)
	)	
	)	
	)	

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Nogin, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, “**Nogin**” or the “**Debtors**”), have filed their respective Schedules of Assets and Liabilities (collectively, the “**Schedules**”) and Statements of Financial Affairs (collectively, the “**Statements**” and, together with the Schedules, the “**Schedules and Statements**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). The Debtors, with the assistance of their legal and financial advisors, prepared the Schedules and Statements in accordance with section 521 of title 11 of the United States Code (the “**Bankruptcy Code**”) and rule 1007 of the Federal Rules of Bankruptcy Procedure.

Robin Chiu has signed each set of the Schedules and Statements. Ms. Chiu serves as the Deputy Chief Restructuring Officer for each of the Debtors. In reviewing and signing the Schedules and Statements, Ms. Chiu has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors, and the Debtors’ legal and financial advisors. Given the scale of the Debtors’ business covered by the Schedules and Statements, Ms. Chiu has not (and could not have) personally verified the accuracy of each such statement and representation, including, but not limited to, statements and representations concerning amounts owed to creditors.

In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made every reasonable effort to ensure the accuracy and completeness of the Schedules and Statements, subsequent information or discovery may result in material changes to

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.

the Schedules and Statements. As a result, inadvertent errors or omissions may exist. Accordingly, the Debtors and their directors, officers, agents, attorneys, and financial advisors cannot guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements.

The Debtors and their officers, employees, agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided in the Schedules and Statements and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained in the Schedules and Statements. The Debtors, on behalf of themselves, their officers, employees, agents and advisors disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and reserve all rights with respect thereto.

For the avoidance of doubt, the Debtors and their agents, attorneys, and financial advisors hereby reserve their rights to amend and supplement the Schedules and Statements as may be necessary or appropriate, to modify, revise, or re-categorize the information provided in the Schedules and Statements.

Global Notes and Overview of Methodology

- **Description of Cases.** On December 5, 2023 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On December 7, 2023, the Bankruptcy Court entered an order directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only [Docket No. 43]. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, each Debtor has filed its own Schedules and Statements.
- **Global Notes.** These global notes (the “**Global Notes**”) pertain to and comprise an integral part of each of the Debtors’ Schedules and Statements and should be referenced in connection with any review thereof.
- **Reservations and Limitations.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements. However, as noted above, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and supplement the Schedules and Statements as may be necessary or appropriate. Nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtors’ rights or an admission of any kind with respect to these chapter 11 cases, including, but not limited to, any claims against the Debtors, any rights or claims of the Debtors against any third party, or any issues involving substantive consolidation, equitable subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in these Global Notes does not limit in any respect the general reservation of rights contained in this paragraph.

- **No Admission.** Nothing contained in the Schedules and Statements or the Global Notes is intended to be or should be construed as a waiver of the Debtors' rights to dispute any such claim or assert any cause of action or defense against any party.
- **Recharacterization and Classifications.** Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all rights to recharacterize, reclassify, recategorize, or re-designate items reported in the Schedules and Statements at a later time as is necessary and appropriate.

For the avoidance of doubt, listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty, or a waiver of the Debtors' rights to recharacterize or reclassify any claim or contract.

- **Claim Description.** Any failure to designate a claim on a given Debtor's Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by such Debtor that such amount is not "disputed," "contingent," or "unliquidated." The Debtors reserve all rights to dispute, or assert offsets or defenses to, any claim reflected on their respective Schedules and Statements on any grounds, including, without limitation, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated" or object to the extent, validity, enforceability, priority, or avoidability of any claim. The Debtors reserve all rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.
- **Estimates and Assumptions.** As with the preparation of any financial statements the Schedules and Statements required the Debtors to make reasonable estimates and assumptions with respect to the reported amounts, including but not limited to amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of filing the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ materially from such estimates.
- **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified and/or set forth all of their causes of action (filed or potential) against third parties as assets in their Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. The Debtors reserve all rights with respect to any causes of action, and nothing in these Global Notes or the Schedules and Statements should be construed as a waiver of any causes of action.

- **Litigation.** The Debtors made reasonable efforts to accurately record actions commenced against one or more Debtors in the Schedules and Statements (collectively, “**Litigation Actions**”). The inclusion of any Litigation Action in the Schedules and Statements does not constitute an admission by the Debtors of liability, the validity of any Litigation Action or the amount of any potential claim that may result from any claims with respect to any Litigation Action, or the amount and treatment of any potential claim resulting from any Litigation Action currently pending or that may arise in the future.
- **Property Rights – Generally.** Exclusion of certain property from the Schedules and Statements shall not be construed as an admission that the Debtors’ rights in such property have been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction. Conversely, inclusion of certain property in the Schedules and Statements shall not be construed as an admission that the Debtors’ rights in such property have not been abandoned, terminated, assigned, expired by their terms or otherwise transferred pursuant to a sale, acquisition or other transaction.
- **Intellectual Property Rights.** Exclusion of any intellectual property should not be construed as an admission that such intellectual property rights have been abandoned, terminated, or otherwise expired by their terms, or assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property should not be construed as an admission that such intellectual property rights have not been abandoned, terminated, or otherwise expired by their terms, or assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.

In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

- **Insiders.** In the circumstance where the Schedules and Statements require information regarding “insiders,” the Debtors have included information with respect to the individuals who the Debtors believe may be included in the definition of “insider” set forth in section 101(31) of the Bankruptcy Code during the relevant time periods. Such individuals may no longer serve in such capacities.

The listing of a party as an insider for purposes of the Schedules and Statements is not intended to be, nor should it be, construed as an admission of any fact, right, claim, or defense and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the Schedules and Statements has been included for informational purposes only and such information may not be used for: (1) the purposes of determining (a) control of the Debtors; (b) the extent to which any individual exercised management responsibilities or functions; (c) corporate decision-making authority over the

Debtors; or (d) whether such individual could successfully argue that he or she is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or (2) any other purpose.

▪ **Methodology.**

- **Basis of Presentation.** The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States (“GAAP”) nor are they intended to be fully reconciled to the financial statements of each Debtor. The Schedules and Statements contain unaudited information that is subject to further review and potential adjustment. Statements have been prepared and filed for each of the Debtors, and the Debtors have attempted to remove non-debtor related reporting from these Schedules and Statements, certain of the information set forth in the Schedules and Statements has been prepared and reported on a consolidated basis under Debtor Nogin Commerce, Inc. The asset information provided in the Schedules and Statements is reported as of November 30, 2023, and the liability information provided herein represents the liability data of the Debtors as of December 5, 2023, except as otherwise noted. To the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time prior to the Petition Date. Likewise, to the extent that a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent at the Petition Date or any time prior to the Petition Date.
- **Duplication.** Certain of the Debtors’ assets, liabilities, and prepetition payments may properly be disclosed in response to multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have endeavored to only list those items once.
- **Net Book Value.** Except as otherwise noted, each asset and liability of each Debtor is shown on the basis of net book value of the asset or liability in accordance with such Debtor’s accounting books and records. Therefore, unless otherwise noted, the Schedules and Statements are not based upon any estimate of the current market values of the Debtors’ assets and liabilities, which may not correspond to book values. It would be cost prohibitive and unduly burdensome to obtain current market valuations of the Debtors’ property interests. Additionally, because the book values of certain assets may materially differ from their fair market values, they may be listed as undetermined amounts as of the Petition Date. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the economic value or ownership of such asset and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset.
- **Property and Equipment.** Unless otherwise indicated, owned property and equipment are valued at net book value. The Debtors lease equipment from certain third-party lessors. To the extent possible, any such leases are listed in the Schedules and Statements. Nothing in the Schedules and Statements is, or should be construed as, an admission as to the determination of the legal status of any lease

(including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all rights with respect thereto.

- **Recognition and Allocation of Liabilities.** The Debtors have reported liabilities known to them at the time of preparing these Schedules and Statements. Given the short amount of time that has elapsed between the Petition Date and the filing of these Schedules and Statements, there could be liabilities that are not currently reflected in the Debtors' books and records, because the Debtors have not received any invoices or similar documentation to evidence such obligations. Allocation for liabilities between the prepetition and postpetition periods have been prepared based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.
- **Undetermined Amounts.** The description of an amount as "unknown" or "undetermined" is not intended to reflect the materiality of such amount.
- **Unliquidated Amounts.** Amounts that could not be fairly quantified by the Debtors are scheduled as "unliquidated."
- **Totals.** All totals that are included in the Schedules and Statements represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.
- **Paid Claims.** The Debtors have authority to pay certain outstanding prepetition claims pursuant to several bankruptcy court orders, including orders the Bankruptcy Court entered in connection with the commencement of the Debtors' chapter 11 cases authorizing the Debtors to pay certain prepetition claims (collectively, the "**First Day Orders**"). The Schedules and Statements reflect the Debtors' outstanding liabilities in their amounts owed as of the Petition Date, reduced by any payments authorized under the First Day Orders, which were paid as of January 19, 2024.

The Debtors reserve all rights to amend or supplement the Schedules and Statements or to take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payments for liabilities. Nothing contained herein should be deemed to alter the rights of any party in interest to contest a payment made pursuant to an order of the Bankruptcy Court where such order preserves the right to contest.

- **Credits and Adjustments.** The claims of individual creditors for, among other things, goods, products, services, or taxes are listed as the amounts entered on the Debtors' books and records, and may either (a) not reflect credits, allowances, or other adjustments due from such creditors to the Debtors or (b) be net of accrued credits, allowances, or other adjustments that are actually owed by a creditor to the Debtors on a postpetition basis on account of such credits, allowances, or other

adjustments earned from prepetition payments and critical vendor payments, if applicable. The Debtors reserve all of their rights with regard to such credits, allowances, or other adjustments, including, but not limited to, the right to modify the Schedules, assert claims objections and/or setoffs with respect to the same, or apply such allowances in the ordinary course of business on a postpetition basis.

- **Intercompany Debts and Transfers.** The Debtors' intercompany transfers are explained in the Debtors' *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] (the "**Cash Management Motion**"). The Debtors do not engage in Debtor-to-Debtor intercompany transfers, but the Debtors engage in intercompany transfers with their non-Debtor affiliated joint venture entities. Such transfers are set forth on Statement Question 4.

Guarantees and Other Secondary Liability Claims. The Debtors have exercised reasonable efforts to locate and identify any guarantees with respect to their executory contracts, unexpired leases, secured financings, and other such agreements. However, there may be guarantees embedded in the Debtors' contractual agreements or otherwise in the Debtors' books and records that the Debtors have inadvertently omitted from their Schedules and Statements. The Debtors may identify guarantees as they continue to review their books and records and contractual agreements. The Debtors reserve their rights, but are not required, to amend the Schedules and Statements if any guarantees are identified.

- **Liens.** The inventories, property, and equipment listed in the Schedules are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
- **Fiscal Year.** The Debtor's fiscal year ends on December 31st.
- **Currency.** Unless otherwise indicated, all amounts are reflected in U.S. dollars.
- **Setoffs.** The Debtors periodically incur setoffs and net payments in the ordinary course of business. Such setoffs and nettings may occur due to a variety of transactions or disputes, including, but not limited to, intercompany transactions, counterparty settlements, pricing discrepancies, returns, refunds, and negotiations and/or disputes between Debtors and their customers and/or suppliers. These normal setoffs are consistent with the ordinary course of business in the Debtors' industry. Due to the voluminous nature of setoffs and nettings, it would be unduly burdensome and costly for the Debtors to list each such transaction. Therefore, although such setoffs and other similar rights may have been accounted for when scheduling certain amounts, these ordinary course setoffs are not independently accounted for and, as such, are or may be excluded from the Debtors' Schedules and Statements. In addition, some amounts listed in the Schedules and Statements

may have been affected by setoffs or nettings by third parties of which the Debtors are not yet aware. The Debtors reserve all rights to challenge any setoff and/or recoupment rights that may be asserted against them.

▪ **Specific Schedules Disclosures.**

- **Schedule A/B, Parts 1 and 2** – Details with respect to the Debtors’ cash management system and bank accounts are provided in the Cash Management Motion, and the final order granting the Cash Management Motion dated January 11, 2024 [Docket No.158]. Cash values held in financial accounts are listed on Schedule A/B, Part 3 on a bank value basis as of the close of business on the Petition Date and may be different from the estimated amounts reflected in the Cash Management Motion.

Amounts reflected in A/B 2 do not include any amounts in transit or held as a reserve at Amazon, Shopify or Paypal. In connection with receiving cash generated from their customers’ end users’ transactions, the Debtors’ funds may in certain instances flow through accounts held by Amazon, Shopify or Paypal. Where funds flow through such entities, Amazon, Shopify or Paypal may hold reserves against the funds to be remitted to the Debtors or funds may not be immediately released and may remain in transit temporarily. The amounts held by these entities fluctuates frequently and it is impracticable to identify the precise amounts held by Amazon, Shopify or Paypal. The Debtors reserve all of their rights with respect to these amounts.

- **Schedule A/B, Part 7, Question 39** - On December 28, 2023, the Court entered the *Order Authorizing the Debtors to (I) Reject Certain Unexpired Leases and (II) Abandon Certain Remaining Property Effective as of the Rejection Date* [Docket No. 113] rejecting certain leases and a sublease, as set forth therein. In connection with rejection, certain property may have been abandoned.
- **Schedule A/B, Part 9, Question 55** - The Debtors have listed their real property leases in Schedule A/B 55, including any leasehold improvements. On December 28, 2023, the Court entered the *Order Authorizing the Debtors to (I) Reject Certain Unexpired Leases and (II) Abandon Certain Remaining Property Effective as of the Rejection Date* [Docket No. 113] rejecting certain leases and a sublease, as set forth therein.
- **Schedule A/B, Part 11, Questions 74 and 75** – In the ordinary course of business, the Debtors may have accrued, or may subsequently accrue, certain rights to counterclaims, cross-claims, setoffs, and refunds with their customers and suppliers, among other claims. Additionally, certain of the Debtors may be party to pending litigation in which the Debtors have asserted, or may assert, claims as plaintiffs, or counter-claims and/or cross-claims as defendants. The Debtors’ failure to list any contingent and/or unliquidated claim held by the Debtors in response to these questions shall not constitute a waiver, release, relinquishment, or forfeiture of such claim.

Unless otherwise noted on specific responses, items reported on Schedule A/B are reported from the Debtors' books and records as of the Petition Date. Any amounts reported typically reflect amounts seeking to be recovered and/or costs incurred pursuing causes of action, and may not reflect ultimate recoverable amounts. As previously stated in these Global Notes, the Debtors reserve all of their rights with respect to any claims and causes of action, or avoidance actions they may have.

Schedule D – Except as otherwise set forth in an order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, except as set forth in an order entered by the Bankruptcy Court, the Debtors reserve all of their rights to dispute or challenge the secured nature of any such creditor's Claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's Claim.

The descriptions provided in Schedule D are solely intended to be a summary and not an admission of liability. The Debtors made reasonable, good faith efforts to include all known properly perfected liens on Schedule D but may have inadvertently omitted to include an existing lien because of, among other things, the possibility that a lien may have been imposed after the Uniform Commercial Code searches were performed or a vendor may not have filed the requisite perfection documentation. Additionally, the Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Nothing herein shall be construed as an admission by the Debtors of the legal rights of the claimant or a waiver of the Debtors' rights to recharacterize or reclassify such Claim or contract.

Lien priorities from and after the Petition Date with respect to those parties listed on Schedule D are described and set forth in the *Interim Order 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, (VII) Modifying Automatic Stay, and (VIII) Granting Related Relief* [Docket No. 59], as amended and supplemented by the *Second Interim Order 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, (VII) Modifying Automatic Stay, and (VIII) Granting Related Relief* [Docket No. 185].

- **Schedule E/F** – The Debtors have used reasonable efforts to report all general unsecured Claims against the Debtors on Schedule E/F, based on the Debtors’ books and records as of the Petition Date. Due to ordinary course delays, some amounts on Schedule E/F may not be properly reflected.

Determining the date upon which each Claim on Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors may not list a date for each Claim listed on Schedule E/F.

Any information contained in Schedule E/F with respect to potential litigation shall not be a binding admission or representation of any Debtor’s liability with respect to any of the potential suits and proceedings included therein.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid (subject to an order of the Bankruptcy Court) in connection with the assumption of executory contracts or unexpired leases. Additionally, Schedule E/F does not include potential rejection damage Claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected, except where an order has been entered.

- **Schedule G** – Although reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases (collectively, the “**Agreements**”), the Debtors’ review process of the Agreements is ongoing and inadvertent errors, omissions, or over-inclusion may have occurred. The Debtors may have entered into various other types of Agreements in the ordinary course of their businesses, such as confidentiality agreements, which may not be set forth in Schedule G. In addition, certain Agreements contain confidentiality provisions, and any such confidential information has been omitted from Schedule G.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. Schedule G may be amended at any time to add any omitted Agreements. Likewise, the listing of an Agreement on Schedule G does not constitute an admission that such Agreement is an executory contract or unexpired lease or that such Agreement was in effect on the Commencement Date or is valid or enforceable.

▪ **Specific Statements Disclosures.**

- **Statement, Part 3, Question 7** – The actions described in response to Question 7 are the responsive proceedings or pending proceedings of which the Debtors are actually aware. Any information contained in the response to Question 7 shall not be a binding representation of the Debtors’ liabilities with respect to any of the suits and proceedings identified therein.
- **Statement, Part 5, Question 10** – The Debtors occasionally incur losses for a variety of reasons, including theft and property damage. The Debtors, however,

may not have records of all such losses if such losses do not have a material impact on the Debtors' businesses or are not reported for insurance purposes. The losses listed on Statement 10 are based on the estimated amount of loss, are estimated for information purposes, and are not intended to be binding on the Debtors in any way.

- **Statement, Part 13, Question 26** – Nogin, Inc. is a publicly traded company. Therefore, the Debtors' financials are available on the Securities Exchange Commission's website. In addition, the Debtors have provided financial statements in the ordinary course of their businesses to numerous financial institutions, creditors, and other parties within two years immediately before the Petition Date. Considering the number of such recipients and the possibility that such information may have been shared with parties without the Debtors' knowledge or consent or subject to confidentiality agreements, the Debtors have not disclosed any parties that may have received such financial statements for the purposes of Statement 26d.
- **Statement, Part 13, Question 27** – The Debtors may have performed some inventories; however, limited details are available regarding these inventory counts.
- **Statement, Part 13, Question 30** – All known disbursements to Insiders of the Debtors, as defined above, are listed in the response to Part 2, Question 4 of the Statements.

Fill in this information to identify the case:

Debtor name: Nogin, Inc.

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-11945

☐ Check if this is an amended filingOfficial Form 207**Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy** 04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
(Check all that apply)Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

For prior year:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

For the year before that:

From _____ to _____

☐ Operating a business☐ Other: _____

\$ _____

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From _____ to _____

\$ _____

For prior year:

From _____ to _____

\$ _____

For the year before that:

From _____ to _____

\$ _____

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 04/01/2025 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. _____ _____ _____	_____	\$ _____	☐ Secured debt ☐ Unsecured loan repayments ☐ Suppliers or vendors ☐ Services ☐ Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 04/01/2025 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. _____ _____ _____	_____	\$ _____	_____
Relationship to debtor _____			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. _____ _____ _____	_____	_____	\$ _____

Debtor **Nogin, Inc.**Case number (if known) **23-11945****6. Setoffs**

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
6.1. _____ _____ _____ _____	_____	_____	\$ _____
	Last 4 digits of account number: XXXX-_____		

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 3: Legal Actions or Assignments****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	ALREADY SOLD IT, LLC D/B/A CLEAR RANK V. NOGIN, INC.	BREACH OF CONTRACT	DISTRICT COURT, FOURTH JUDICIAL DISTRICT SHERIDAN COUNTY, WYOMING 224 S MAIN ST B11J SHERIDAN WY 82801	☒ Pending ☐ On appeal ☐ Concluded
	Case number CV-2023-213			
7.2.	JAN C NUGENT ET AL V. NOGIN, INC.	BREACH OF CONTRACT	SUPERIOR COURT OF CALIFORNIA COUNTY OF ORANGE 1275 N BERKELEY AVE FULLERTON CA 92838	☒ Pending ☐ On appeal ☐ Concluded
	Case number 30-2023-01362559-CU-BC-NJC			
7.3.	JOURDAN WHITEHEAD V. NOGIN, INC.	EMPLOYMENT WAGE & HOUR	SUPERIOR COURT OF CALIFORNIA COUNTY OF LOS ANGELES 111 N. HILL ST. LOS ANGELES CA 90012	☒ Pending ☐ On appeal ☐ Concluded
	Case number 23STCV30481			
7.4.	TRISHA TEPERSON V. NOGIN, INC.	UCL/CLRA	UNITED STATES DISTRICT COURT, CENTRAL DISTRICT OF CALIFORNIA 411 WEST 4TH ST. ROOM 1053 SANTA ANA CA 92701	☐ Pending ☐ On appeal ☒ Concluded
	Case number 8:23-CV-281			
7.5.	TRISHA TEPERSON V. NOGIN, INC.	UCL/CLRA	SUPERIOR COURT OF CALIFORNIA COUNTY OF SAN DIEGO 325 S MELROSE DRIVE VISTA CA 92081	☒ Pending ☐ On appeal ☐ Concluded
	Case number 37-2023-00041084-CU-NP-NC			

Debtor **Nogin, Inc.**Case number (if known) **23-11945****8. Assignments and receivership**

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
8.1. _____	_____	\$ _____
_____	Case title	Court name and address
_____	_____	_____
_____	Case number	_____
_____	_____	_____
_____	Date of order or assignment	_____
_____	_____	_____

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000.

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. _____	_____	_____	\$ _____

Recipient's relationship to debtor			

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 5: Certain Losses****10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
10.1. _____	\$ _____	_____	\$ _____

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. _____	_____	_____	\$ _____
Address			

Email or website address			

Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
12.1. _____	_____	_____	\$ _____
Trustee			

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Debtor **Nogin, Inc.**Case number (if known) **23-11945**

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			

Relationship to debtor			

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address		Dates of occupancy
14.1.	1775 FLIGHT WAY TUSTIN CA 92782	From 1/2010 To 12/5/2023

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 8: Healthcare Bankruptcies****15. Healthcare bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. _____ _____ _____	Location where patient records are maintained (if different from facility address). If electronic, identify any service provider _____ _____ _____	How are records kept? Check all that apply: ☐ Electronically ☐ Paper

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**☐ No☒ Yes. State the nature of the information collected and retained. CUSTOMER AND VENDOR NAMES, ADDRESSES, E-MAILS, EIN, CERTAIN BANK ACCOUNT INFORMATION

Does the debtor have a privacy policy about that information?

☐ No☒ Yes**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b) or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☒ None. Go to Part 10.☐ Yes. Fill in the information below.

17.1. Does the debtor serve as plan administrator?

☐ No☐ Yes. Fill in below.**Name of plan****Employer identification number of the plan**

EIN: ____ - ____ - ____

Has the plan been terminated?

☐ No☐ No

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	_____	XXX-_____	☐ Checking	_____	\$ _____
	_____		☐ Savings		
	_____		☐ Money market		
	_____		☐ Brokerage		
			☐ Other _____		

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

	Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
19.1.	_____	_____	_____	☐ No
	_____	_____		☐ Yes
	_____	_____		
	_____	_____		

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

	Depository institution name and address	Name and address of anyone with access to it	Description of the contents	Does debtor still have it?
20.1.	_____	_____	_____	☐ No
	_____	_____		☐ Yes
	_____	_____		
	_____	_____		

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

	Owner's name and address	Location of the property	Description of the property	Value
21.1.	_____	_____	_____	\$ _____

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
22.1. _____	_____	_____	☐ Pending
Case number	_____		☐ On appeal
_____	_____		☐ Concluded

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
23.1. _____	_____	_____	_____
_____	_____		
_____	_____		

24. Has the debtor notified any governmental unit of any release of hazardous material?☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
24.1. _____	_____	_____	_____
_____	_____		
_____	_____		

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1.	BRANDED ONLINE LIMITED 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	INACTIVE	EIN: INACTIVE Dates business existed From INACTIVE To INACTIVE
25.2.	FASHION CORAL LLC 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	INACTIVE	EIN: 85-3617083 Dates business existed From INACTIVE To INACTIVE
25.3. ¹	NOGIN COMMERCE, INC. 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	E-COMMERCE, TECHNOLOGY PLATFORM PROVIDER	EIN: 27-1790719 Dates business existed From 1/19/2010 To Present

¹NAME CHANGE FROM BRANDED ONLINE, INC. 9/12/2022

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☒ None

	Name and address	Dates of service
26a.1.	_____	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☒ None

	Name and address	Dates of service
26b.1.	_____	From _____ To _____

Debtor **Nogin, Inc.**Case number (if known) **23-11945**

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None**Name and address****If any books of account and records are unavailable, explain why**

26c.1. SHAHRIYAR RAHMATI
105 E 34TH ST
SUITE 137
NEW YORK NY 10016

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None**Name and address**

26d.1. SEE, GLOBAL NOTES.

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

27.1. _____ \$ _____

Name and address of the person who has possession of inventory records

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**Name and address****Position****Nature of any interest****% of interest, if any**

28.1. ANDREW PANCER C/O BIG RED HOUSE SERVICES LTD. 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	DIRECTOR	COMMON	0.249%
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Debtor **Nogin, Inc.**Case number (if known) **23-11945**

	Name and address	Position	Nature of any interest	% of interest, if any
28.2.	ARASH BEHESHTIAN 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	EVP DATA SCIENCE & ANALYTICS	COMMON	0.148%
	Name and address	Position	Nature of any interest	% of interest, if any
28.3.	ARTHUR STARK 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	DIRECTOR / OFFICER	COMMON STOCK	0.088%
	Name and address	Position	Nature of any interest	% of interest, if any
28.4.	EILEEN MOORE JOHNSON 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	DIRECTOR	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.5.	JONATHAN HUBERMAN 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	DIRECTOR / OFFICER	COMMON	22.40%
	Name and address	Position	Nature of any interest	% of interest, if any
28.6.	MICHAEL BASSIRI 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	GENERAL COUNSEL	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.7.	ROBIN CHIU C/O TRIPLE P RTS, LLC 640 FIFTH AVENUE 10TH FLOOR NEW YORK NY 10019	DEPUTY CHIEF RESTRUCTURING OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.8.	SHAHRIYAR RAHMATI 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	DIRECTOR / OFFICER	COMMON STOCK	1.772%
	Name and address	Position	Nature of any interest	% of interest, if any
28.9.	SHOAB KAHN 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	CHIEF TECHNOLOGY OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.10.	VLADIMIR KASPAROV C/O TRIPLE P RTS, LLC 300 N. LASALLE SUITE 1420 CHICAGO IL 60654	CHIEF RESTRUCTURING OFFICER	N/A	N/A
	Name and address	Position	Nature of any interest	% of interest, if any
28.11.	WILHELMINA FADER 105 E. 34TH STREET SUITE 137 NEW YORK NY 10016	DIRECTOR / OFFICER	COMMON STOCK	0.00148%

Debtor **Nogin, Inc.**Case number (if known) **23-11945****29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**☐ No☒ Yes. Identify below.

	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.1.	DEBORAH WEINSWIG Address Intentionally Omitted	DIRECTOR	N/A	From 8/29/2022 To 2/13/2023
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.2.	GEOFFREY J. VAN HAEREN Address Intentionally Omitted	DIRECTOR	COMMON - BENEFICIAL OWNERSHIP	From 08/2022 To 8/4/2023
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.3.	HUSSAIN BAIG Address Intentionally Omitted	DIRECTOR	N/A	From 08/2022 To 10/30/2023
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.4.	JAN-CHRISTOPHER NUGENT Address Intentionally Omitted	CO-CEO & DIRECTOR	COMMON - BENEFICIAL OWNERSHIP	From 1/1/2011 To 1/27/2023
	Name and address	Position	Nature of any interest	Period during which position or interest was held
29.5.	RYAN J. POLLOCK Address Intentionally Omitted	BOARD MEMBER	COMMON STOCK	From 2013 To 2022

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☒ No☐ Yes. Identify below

	Name and address of recipient	Amount of money or value of property	Description of property	Dates	Reason for providing the value
30.1.	_____	\$ _____	_____	_____	_____

	Relationship to debtor				

Debtor **Nogin, Inc.**Case number (if known) **23-11945**

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?☒ No☐ Yes. Identify below

	Name of the parent corporation	Employer Identification number of the parent corporation
31.1.		EIN: ____-____-____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?☒ No☐ Yes. Identify below

	Name of the pension fund	Employer Identification number of the pension fund
32.1.		EIN: ____-____-____

Debtor **Nogin, Inc.**Case number (if known) **23-11945****Part 14: Signature and Declaration**

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments 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 1/22/2024
MM/DD/YYYY

✕

/s/ Robin Chiu

Signature of individual signing on behalf of debtor

Robin Chiu
Printed name

Deputy Chief Restructuring Officer
Position or relationship to debtor

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes