

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*4 5 3 9**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Nogin, Inc.
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

If more than 2 cases, attach a separate list.

☒ No

☐ Yes. District _____

District _____

When _____ Case number _____

MM / DD / YYYY

When _____ Case number _____

MM / DD / YYYY

10. Are any bankruptcy cases

pending or being filed by a business partner or an affiliate of the debtor?

List all cases. If more than 1, attach a separate list.

☐ No

☒ Yes. Debtor See Schedule 1 Relationship _____

District _____ When _____

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors
(on a consolidated basis)

- | | | |
|---------------------------------------------|----------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets
(on a consolidated basis)

- | | | |
|------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
(on a consolidated basis)

- | | | |
|------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement 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.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition 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 12/05/2023
MM / DD / YYYY

X/s/ Vladimir Kasparov

Signature of authorized representative of debtor

Vladimir Kasparov

Printed name

Title: Chief Restructuring Officer

Debtor Nogin, Inc.
Name

Case number (if known) _____

18. Signature of attorney

x

/s/ Daniel J. DeFranceschi

Date

12/05/2023

Signature of attorney for debtor

MM / DD / YYYY

Daniel J. DeFranceschi

Printed name

Richards, Layton & Finger, P.A.

Firm name

920 North King Street

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 651-7700

Contact phone

defranceschi@rlf.com

Email address

No. 2732

Bar number

DE

State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (including the debtor in this chapter 11 case, collectively, the “**Debtors**”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have moved for joint administration of their cases with the lead case number assigned to the chapter 11 case of Debtor Nogin, Inc.

1. Nogin, Inc.
2. Nogin Commerce, Inc.
3. Native Brands Group LLC

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

)	
In re:)	Chapter 11
)	
Nogin, Inc.)	Case No. 23-_____ (____)
)	
Debtor.)	Tax ID: 86-1370703
)	

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy Under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is
001-40682

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2023

a. Total assets	\$ <u>47,263,000</u>
b. Total debts (including debts listed in 2.c below)	\$ <u>142,815,000</u>
c. Debt securities held by more than 500 holders	<u>Zero</u>

			Approximate number of holders:	
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock 0

e. Number of shares of common stock 11,092,559¹

Comments, if any: _____

3. Brief description of debtor's business: Nogin provides enterprise-class ecommerce technology and services for consumer products through its Intelligent Commerce technology, a cloud-based ecommerce environment purpose-built for brands selling direct-to-consumer (D2C) and business-to-business (B2B).

4. List of the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: To the best of the Debtor's knowledge, as of the date hereof, John Huberman owns in excess of 5% of the Debtor's equity securities.

¹ Unless otherwise noted herein, the Debtor's disclosures set forth herein are current as of September 30, 2023. The Debtor reserves the right to amend such disclosures if additional information becomes available.

**UNANIMOUS WRITTEN CONSENT OF THE
STRATEGIC TRANSACTIONS COMMITTEE OF NOGIN, INC.**

December 4, 2023

The undersigned, being all of the members of the Strategic Transactions Committee (the “**Committee**”) of the board of directors of Nogin, Inc., a Delaware corporation (the “**Corporation**”), pursuant to Section 141(f) of the Delaware General Corporation Law and in accordance with the requirements of the Corporation’s governing documents, DO HEREBY CONSENT to the adoption of, and DO HEREBY ADOPT, the following resolutions:

WHEREAS, the board of the directors of the Corporation, established and delegated certain authority to the Committee on November, 15, 2023 to evaluate certain transactions including, but not limited to, potential restructuring transactions.

WHEREAS, in the judgment of the Committee, it is desirable and in the best interests of the Corporation, its stockholders, its subsidiaries, its creditors, and other interested parties that a petition commencing a chapter 11 case (the “**Chapter 11 Case**”) be filed by the Corporation to seek relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”);

WHEREAS, in the judgment of the Committee, it is desirable and in the best interests of the Corporation, its stockholders, its subsidiaries, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the law firm of Richards, Layton & Finger, P.A. (“**RL&F**”), as attorneys for the Corporation in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Committee, it is desirable and in the best interests of the Corporation, its stockholders, its subsidiaries, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Triple P RTS, LLC (“**Portage Point**”), to provide the Corporation with Vladimir Kasparov as the Corporation’s Chief Restructuring Officer (the “**CRO**”), Robin Chiu as the Corporation’s Deputy Chief Restructuring Officer (the “**Deputy CRO**”), and restructuring and interim management services, subject to any requisite Bankruptcy Court approval;

WHEREAS, in the judgment of the Committee, it is desirable and in the best interests of the Corporation, its stockholders, its subsidiaries, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Livingstone Partners LLC (“**Livingstone**”), as investment banker for the Corporation in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval; and

WHEREAS, in the judgment of the Committee, it is desirable and in the best interests of the Corporation, its stockholders, its subsidiaries, its creditors, and other interested parties to, in connection with the Chapter 11 Case, engage the firm of Donlin, Recano & Company, Inc. (“**Donlin Recano**”), as claims and noticing agent and administrative advisor for the Corporation in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval; and

WHEREAS, in the judgment of the Committee, debtor-in possession-financing (“**DIP Financing**”) is required in order to administer the Chapter 11 Case and that entry into that certain *Senior Secured Super-Priority Debtor-In-Possession Loan and Security Agreement* (the “**DIP Facility**”) by and among the Corporation, certain of its subsidiaries, as borrowers or guarantors, as applicable, BRF Finance Co., LLC, as administrative agent, and BRF Finance Co., LLC, along with any other participating lenders, as DIP lender thereunder, is desirable and in the best interests of the Corporation, its stockholders, its subsidiaries, its creditors, and other interested parties.

NOW THEREFORE BE IT RESOLVED, that the Corporation shall be, and hereby is, authorized and directed to: (a) file a voluntary petition (each, a “**Petition**”) for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and it be further

RESOLVED, that the CRO, the Deputy CRO, and each officer of the Corporation (each individually, an “**Authorized Person**” and collectively, the “**Authorized Persons**”) shall be, and each of them, acting alone, hereby is, authorized and empowered on behalf of and in the name of the Corporation, on its own behalf, to: (a) verify and execute each Petition, as well as all other ancillary documents, and file, or cause to be filed with the Bankruptcy Court, each Petition and make or cause to be made, prior to execution thereof, any modifications to each Petition or ancillary documents as any such Authorized Person, in such person’s discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (the approval of which to be conclusively established by the execution thereof by such Authorized Person); (b) verify, execute and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents (including authorization to incur debtor-in-possession indebtedness and to enter into debtor-in-possession loan agreements and related documents) necessary or desirable in connection with the foregoing; and (c) verify and execute or cause to be executed any and all other documents necessary or appropriate in connection therewith in such form or forms as any such Authorized Person may approve (the approval of which to be conclusively established by the execution thereof by or at the direction of such Authorized Person); and it be further

RESOLVED, that the Authorized Persons of the Corporation shall be, and each of them, acting alone, hereby is, authorized and empowered to retain, on behalf of the Corporation, on its own behalf: (a) RL&F, as attorneys for the Corporation;

(b) Portage Point, to provide the Corporation with certain financial restructuring and advisory services; (c) Livingstone, as investment banker for the Corporation; (d) Donlin Recano, as claims and noticing agent and administrative advisor for the Corporation; and (e) such additional professionals, including attorneys, accountants, consultants or brokers, in each case as in such person's or persons' judgment may be necessary or desirable in connection with the Chapter 11 Case and other related matters, on such terms as such person or persons shall approve; and it be further

RESOLVED, that the Corporation, on its own behalf, shall be, and hereby is, authorized to: (a) enter into the DIP Facility and take all actions necessary and appropriate to obtain DIP Financing according to the terms negotiated by such Authorized Person, including under one or more loan agreements, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, mortgages, pledge agreements and all other documents, agreements or instruments related thereto (collectively, the "**Financing Transactions**") as may be deemed necessary or appropriate by such Authorized Person (such approval to be conclusively evidenced by the execution thereof or taking of such action by such Authorized Person); and (b) pay related fees and grant security interests in and liens upon, some, all or substantially all of the Corporation's assets, as may be deemed necessary by any one or more of the Authorized Persons in connection with such Financing Transactions; and it be further

RESOLVED, that any of the Authorized Persons and any employees or agents (including counsel) designated by or directed by such person, be, and each hereby is, authorized and empowered to cause the Corporation or its wholly owned subsidiary Nogin Commerce, Inc., to enter into, execute, deliver, certify, file, record, and perform under such documents, and to take such other actions, as in the judgment of such person shall be or become necessary, proper, and desirable to prosecute to a successful completion of the Chapter 11 Case to effectuate the restructuring of the Corporation's debt, other obligations, organizational form and structure, and ownership of the Corporation and its subsidiaries consistent with the foregoing resolutions, and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and it be further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each of the Authorized Persons or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Corporation to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such Authorized Person's or Authorized Persons' judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it be

further

RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed for or on behalf of the Corporation, on its own behalf, by any Authorized Person prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved.

This Unanimous Written Consent may be executed in one or more counterparts.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Written Consent on the applicable date set forth below.

DocuSigned by:

Wilhelmina Fader

7EF81DF138084BA...

Name: Wilhelmina Fader

Title: Committee Member

Date:

DocuSigned by:

Eileen Moore Johnson

C6AFD5169FE44F7...

Name: Eileen Moore Johnson

Title: Committee Member

Date:

DocuSigned by:

Andrew Pancer

FA735F03B4BA466...

Name: Andrew Pancer

Title: Committee Member

Date:

Fill in this information to identify the case:

Debtor name: Nogin, Inc., et al.

United States Bankruptcy Court for the: District of Delaware

Case number (if known): 23-_____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Jefferies 520 Madison Avenue New York NY 10022	Evan Osheroff eosheroff@jeffries.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$7,716,917.08
2	Stifel One Financial Plaza 501 North Broadway St. Louis MO 63102	Peg Jackson pjackson@stifel.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$4,230,518.00
3	Latham & Watkins P.O. Box 2130 Carol Stream IL 60132-2130	Ryan Maierson Ryan.Maierson@lw.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$2,378,991.00
4	Commission Junction LLC 4140 Solutions Center #774140 Chicago IL 60677-4001	Kathryn Rymer kathryn.rymer@cj.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,218,052.93
5	Scotch & Soda Brand Holdings LLC 240 Madison Ave, 15th Floor New York NY 10016	Joseph Sutton jsutton@bluestarall.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$1,074,736.00
6	Robert K. Vogel Company 300 Paseo Tesoro Walnut CA 91789	Robert K. Vogel bob@vogelproperties.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$1,038,064.85

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7	Factory X 1000 Wilshire Blvd Ste 1500 Los Angeles CA 90017-2457	C/O Russel Allyn rallyn@buchalter.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$929,125.00
8	Karen Kane 2275 East 37th Street Los Angeles CA 90058	C/O Jeffrey Kapor jkapor@buchalter.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$911,522.71
9	Hurley Brand Holdings, LLC 240 Madison Ave, 15th Floor New York NY 10016	Joseph Sutton jsutton@bluestarall.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$822,870.98
10	Bebe 240 Madison Ave, 15th Floor New York NY 10016	Joseph Sutton jsutton@bluestarall.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$762,449.00
11	Rumpl, Inc. 2544 NW Upshur Street Portland OR 97210	Ellyn Craven ellyn@rumpl.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$595,263.20
12	Brookstone 1 Innovation Way Merrimack NH 03054	Joseph Sutton jsutton@bluestarall.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$552,236.00
13	Locus Robotics 301 Ballardvale St. Suite 1 Wilmington MA 01887	Andrew Wang accountsreceivable@locusrobotics.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$539,034.14
14	Donnelley Financial Solutions (DFIN) P.O. Box 842282 Boston MA 02284-2282	Glenny Cabrera nybay@dfinsolutions.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$429,813.74
15	Google LLC PO Box 883654 Los Angeles CA 90088-3654	B Rachel collections@google.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$401,589.54
16	Justice Brand Holdings, LLC 240 Madison Avenue 15th Floor New York NY 10016	Joseph Sutton jsutton@bluestarall.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$401,523.00
17	Giordano's 704 North Rush Street Chicago IL 60611	Jayme D'Heilly jayme.d'heilly@lathrogpm.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$400,000.00

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	Cordial Experience, Inc. 402 W Broadway San Diego CA 92101	Bailey Busch bbusch@cordial.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$396,251.46
19	Apexus Roswell L.P. (Previously HM Roswell) 2250 Roswell Drive Pittsburgh PA 15205	Gabriel Dan gabriel@aminimholdings.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$351,918.67
20	Michelada LLC 9450 SW Gemini Dr, #18347 Beaverton OR 97008-7105	Angel Sanchez info@michelada.io	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$349,320.00
21	Sports Products of America, LLC Adjmi SPA 463 7th Ave New York NY 10018	Allan Tawil atawil@adjmi.com	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input checked="" type="checkbox"/> D			\$349,003.03
22	Attentive Mobile Inc. 221 River Street 9th Floor Hoboken NJ 07030	Reagan Sullivan ar@attentivemobile.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$324,566.49
23	Horizons HRS Service Staffing II LLC PO Box 207527 Dallas TX 75320-7527	Tim Regan tregan@horizonshrservices.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$311,643.16
24	Kenneth Cole 603 West 50th Street New York NY 10019	David Edelman dedelman@kennethcole.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$306,058.27
25	Lee & Associates - Ontario 3535 Inland Empire Blvd Ontario CA 91764	Attn: Accounts Receivable stacey@lee-assoc.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$260,881.87
26	Bottom Line Concepts LLC 3323 NE 163rd Street, Suite 302 North Miami Beach FL 33160	Attn: Accounting accounting@bottomlinesavings.com	Professional Services	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$255,057.46
27	Junk Food Clothing 5770 W. Jefferson Blvd Los Angeles CA 90016	Joni Lee Gaudes jlgaudes@hybridapparel.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$250,182.96
28	Flight Phase I Owner, LLC 19600 Fairchild, Suite 100 Irvine CA 92612	Megan Crabtree mcrabtree@lpc.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$236,836.64

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	BB Brand Holdings LLC 240 Madison Ave 15th Floor New York NY 10016	Joseph Sutton jsutton@bluestarall.com	Trade Debts	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$235,000.00
30	Titan Rack & Shelving LLC 4 Zeller Dr Somerset NJ 08873	Scott Miller scott@titanrackllc.com	Trade Debts	<input type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$234,984.44

Fill in this information to identify the case:

Debtor name: Nogin, Inc.

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

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/05/2023
MM / DD / YYYY

X

/s/ Vladimir Kasparov
Signature of individual signing on behalf of debtor

Vladimir Kasparov
Printed name

Chief Restructuring Officer
Position or relationship to debtor

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

In re:)	
)	Chapter 11
Nogin, Inc., <i>et al.</i> ,)	
)	Case No. 23-_____ (___)
Debtors. ¹)	(Joint Administration Requested)
)	
)	

CONSOLIDATED STATEMENT OF CORPORATE OWNERSHIP

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Nogin, Inc. and its affiliated debtors and debtors in possession (the “**Debtors**”) respectfully represent as follows:

- No person or entity holds 10% or more of the equity interests in Nogin, Inc.
- Nogin, Inc. owns 100% of the equity interests in Nogin Commerce, Inc.
- Nogin Commerce, Inc. owns 100% of the equity interests in Native Brands Group LLC

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.

Fill in this information to identify the case:

Debtor name: Nogin, Inc.

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

Case number (If known): _____

Official Form 202

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- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration **Statement of Corporate Ownership**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/05/2023
MM / DD / YYYY

X

/s/ Vladimir Kasparov
Signature of individual signing on behalf of debtor

Vladimir Kasparov
Printed name

Chief Restructuring Officer
Position or relationship to debtor

)	
In re:)	Chapter 11
)	
Nogin, Inc.,)	Case No. 23-_____ ()
)	
Debtor.)	(Joint Administration Requested)
)	
)	

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following identifies all holders having a direct ownership interest in the above-captioned debtor and debtor in possession:

Name and Last Known Address or Place of Business of Holder	Kind/Class of Interest	Percentage of Interests Held
1907 III FUND LTD C/O III CAPITAL MANAGEMENT 777 W YAMATO RD STE 300 BOCA RATON FL 33431-4406	Common Stock	0.009%
ARASH BEHENSHTIAN ADDRESS ON FILE	Common Stock	0.148 %
BIG ISLAND FAMILY TRUST 4465 S JONES BLVD LAS VEGAS NV 89103-3307	Common Stock	0.195 %
BIG RED HOUSE SERVICES LIMITED 47 CONNAUGHT STREET LONDON W2 2BB UNITED KINGDOM	Common Stock	0.249 %
MICHAEL J. BROWN ADDRESS ON FILE	Common Stock	0.042 %
CEDE & CO 570 WASHINGTON BLVD	Common Stock	84.714 %

List of Equity Holders

JERSEY CITY NJ 07310-1617		
IAN CHIN ADDRESS ON FILE	Common Stock	0.400 %
VIVIEN CAT CHIN ADDRESS ON FILE	Common Stock	0.094%
COMMUNICATIONS CAPITAL PARTNERS LLC 2420 S COLUMBINE ST DENVER CO 80210-5424	Common Stock	0.012 %
GARY A PAULSRUD REVOCABLE TRUST 818 MAIN AVE FARGO ND 58103-1852	Common Stock	0.012 %
THERESA VAN HAEREN ADDRESS ON FILE	Common Stock	0.082 %
HILLCREST VENTURE PARTNERS FUND I-A, L.P. 950 N ISABEL ST GLENDALE CA 91207-1723	Common Stock	0.032 %
HORIZON CREDIT II LLC 312 FARMINGTON AVE FARMINGTON CT 06032-1930	Common Stock	0.010 %
HORIZON FUNDING I, LLC 312 FARMINGTON AVE FARMINGTON CT 06032-1930	Common Stock	0.021 %
HORIZON TECHNOLOGY FINANCE CORPORATION 312 FARMINGTON AVE FARMINGTON CT 06032-1930	Common Stock	0.017 %
ERIK HUBERMAN ADDRESS ON FILE	Common Stock	0.148 %
LUKAS HUBERMAN ADDRESS ON FILE	Common Stock	0.030 %
STEPHEN ICHIKAWA ADDRESS ON FILE	Common Stock	0.005 %
III ABSOLUTE RETURN FUND LLC C/O III CAPITAL MANAGEMENT 777 W YAMATO RD, STE 300 BOCA RATON FL 33431-4406	Common Stock	0.024 %

III SELECT CREDIT HUB FUND LTD C/O III CAPITAL MANAGEMENT 777 W YAMATO RD STE 300 BOCA RATON FL 33431-4406	Common Stock	0.002 %
IMAP CAYMAN I3 LP C/O III CAPITAL MANAGEMENT 777 W YAMATO RD STE 300 BOCA RATON FL 33431-4406	Common Stock	0.019 %
JAMES S. INSCO ADDRESS ON FILE	Common Stock	0.037 %
JEFFERIES LLC ATTENTION MARK SAHLER REFERENCE 001-00961 101 HUDSON ST JERSEY CITY NJ 07302-3915	Common Stock	0.111 %
CYNTHIA JENSEN ADDRESS ON FILE	Common Stock	0.006 %
NORMAN JONES ADDRESS ON FILE	Common Stock	0.002 %
JAY KU ADDRESS ON FILE	Common Stock	0.001 %
KIMBER L. LAFLEUR ADDRESS ON FILE	Common Stock	0.180 %
MICHAEL LIN ADDRESS ON FILE	Common Stock	0.074 %
STEVEN L. LUTZKER ADDRESS ON FILE	Common Stock	0.821 %
PAUL MADSON ADDRESS ON FILE	Common Stock	0.006 %
DOMINIC MANNA ADDRESS ON FILE	Common Stock	0.020 %
SCOTT MARINE ADDRESS ON FILE	Common Stock	0.019 %
JENNIFER METZ ADDRESS ON FILE	Common Stock	0.008 %
NETPROPENSITY, LLC 814 E MAIN ST RICHMOND VA 23219-3306	Common Stock	0.012 %

NEW HOLLAND TACTICAL ALPHA FUND LP C/O III CAPITAL MANAGEMENT 777 YAMATO RD, STE 300 BOCA RATON FL 33431-4406	Common Stock	0.003 %
STIFEL NICOLAUS & COMPANY ATTN:MICHELLE CALVERT ST LOUIS MO 63102	Common Stock	0.055 %
AVERY CLAIRE NUGENT ADDRESS ON FILE	Common Stock	0.100 %
JAN-CHRISTOPHER NUGENT ADDRESS ON FILE	Common Stock	3.952 %
SHEA CHRISTOPHER NUGENT ADDRESS ON FILE	Common Stock	0.100 %
JEFFREY PEOTTER ADDRESS ON FILE	Common Stock	0.295 %
RYAN J. POLLOCK ADDRESS ON FILE	Common Stock	0.001 %
SHAHRIYAR RAHMATI ADDRESS ON FILE	Common Stock	1.772 %
JEFFREY RAWLINGS ADDRESS ON FILE	Common Stock	0.004 %
SOFTWARE ACQUISITION HOLDINGS III LLC 1980 FESTIVAL PLAZA DR STE 300 LAS VEGAS NV 89135	Common Stock	2.526 %
ARTHUR STARK ADDRESS ON FILE	Common Stock	0.088 %
TENOR METRIC CO-INVEST FUND LP 810 7TH AVE STE 1905 NEW YORK NY 10019-5818	Common Stock	3.162 %
TLC BENEFITS TRUST 218 N DIANTHUS ST MANHATTAN BEACH CA 90266- 6715	Common Stock	0.033 %
DAVID USELTON ADDRESS ON FILE	Common Stock	0.042 %

VICTOR AND ANAMARIA FAMILY LP 2350 S MONROE ST DENVER CO 80210-5644	Common Stock	0.012 %
WATALI (CAYMAN) LTD C/O SUMMIT TRUST INTERNATIONAL SA 6 PLACE DES EAUX-VIVES GENEVA 1207 SWITZERLAND	Common Stock	0.295 %

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- ☒ Other document that requires a declaration List of Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/05/2023
MM / DD / YYYY

X

/s/ Vladimir Kasparov

Signature of individual signing on behalf of debtor

Vladimir Kasparov

Printed name

Chief Restructuring Officer

Position or relationship to debtor