

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Number Holdings, Inc.

2. All other names debtor used in the last 8 years
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 80 - 0761463

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1730 Flight Way, Suite 100</u>	_____
	Number Street	Number Street
	_____	_____
	<u>Tustin, CA 92782</u>	P.O. Box
	City State ZIP Code	City State ZIP Code
	<u>Orange County</u>	Location of principal assets, if different from principal place of business
	County	_____
		Number Street

		City State ZIP Code

5. Debtor's website (URL) 99only.com

Debtor Number Holdings, Inc.
Name

Case number (if known) _____

6. Type of debtor

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

7. Describe debtor's businessA. *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 2 3**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- Chapter 7
 Chapter 9
 Chapter 11. *Check all that apply:*

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.

- 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 Number Holdings, Inc.
Name

Case number (if known) _____

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

No

Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ 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?

No

Yes. Debtor See Rider 1 Relationship Affiliate

District Delaware When Date Hereof

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

Case number, if known _____

MM / DD / YYYY

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

Debtor Number Holdings, Inc.
Name

Case number (if known) _____

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 checked="" 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 type="checkbox"/> 200-999 | | |

15. Estimated assets
(on a consolidated basis, based on unaudited financial statements as of 2/29/2024)

- | | | |
|--|--|--|
| <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 checked="" 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, based on unaudited financial statements as of 2/29/2024)

- | | | |
|--|--|--|
| <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 checked="" 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 |

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 04/07/2024
MM / DD / YYYY

/s/ Christopher J. Wells
Signature of authorized representative of debtor

Christopher J. Wells
Printed name

Title Chief Restructuring Officer

Debtor Number Holdings, Inc.
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Robert J. Dehney, Sr.
Signature of attorney for debtor

Date 04/07/2024
MM / DD / YYYY

Robert J. Dehney, Sr.
Printed name

Morris, Nichols, Arsht & Tunnell LLP
Firm name

1201 N. Market Street, 16th Floor, P.O. Box 1347
Number Street

Wilmington DE 19899-1347
City State ZIP Code

(302) 658-9200 rdehney@morrisnichols.com
Contact phone Email address

3578 DE
Bar number State

Rider 1**Pending or Current Bankruptcy Cases Filed by Affiliates**

On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

Debtor	
1.	Number Holdings, Inc.
2.	99 Cents HoldCo LLC
3.	99 Cents Only Stores LLC
4.	99 Cents Only Stores Texas, Inc.
5.	99 Cents PropCo LLC
6.	Bargain Wholesale LLC

Fill in this information to identify the case:

Debtor name Number Holdings, Inc. et al.

United States Bankruptcy Court for the: _____ District of Delaware

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Reported on a Consolidated Basis)¹

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 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 ²	Unsecured claim
1 EMCOR Group, Inc. 301 Merritt Seven Norwalk, CT 06851	Attn: Tim Murphy Title: President & CEO Email: tim_murphy@emcorgroup.com Phone: (203) 849-7800	Trade Payable				\$ 7,156,365
2 Promate Inc 5688 S Boyle Ave Vernon, CA 90058	Attn: Sergio Garcia Title: Owner Email: sergiopromate@icloud.com Phone: 323-228-8699	Trade Payable				\$ 6,792,351
3 Capstone Logistics LLC 30 Technology Pkwy South Suite 200 Peachtree Corners, GA 30092	Attn: Rick Tomcho Title: President Email: rick.tomcho@capstonelogistics.com Phone: (770) 414-1929	Trade Payable				\$ 4,266,057
4 Ford Hong Kong Limited Unit 1, G/F Vanta Industrial Center 21-33 Tai Lin Pai Road Kwai Chung, New Territories Hong Kong	Attn: Alan Kong Title: Owner Email: marieysl@fordhk.net Phone: (011) 852-2499-4238	Trade Payable				\$ 3,488,391
5 Dart Warehouse Corporation 1430 South Eastman Ave Los Angeles, CA 90023	Attn: Mindy Dwyer Title: VP of Human Resources Email: mdwyer@dartentities.com	Trade Payable				\$ 2,415,449
6 Eggs Unlimited LLC 92 Corporate Park Suite C-803 Irvine, CA 92606	Attn: Tim Cohen Title: President Email: tcohen@eggsunlimited.com Phone: (888) 554-3977	Trade Payable				\$ 2,343,935
7 Lewisco Holdings LLC 208 W 30th Street New York, NY 10011	Attn: Jonathan Fox Title: Founder & Co-CEO Email: jf@lewiscoholdings.com Phone: (917) 651-0101	Trade Payable				\$ 2,214,439

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect the Debtors' right to challenge the amount or characterization of any claim at a later date.
² The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of 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 ²	Unsecured claim
8	Variety Asia Ltd St. George's Building, Room 303 2 Ice House Street Central Hong Kong	Attn: Gary Email: sales4@variety-asia.com Phone: 852 21231726	Trade Payable				\$ 2,123,323
9	Dollar Sourcing Trading Co Ltd No. 128 East of Changshou Rd Yinzhou Ningbo, 315105 China	Attn: John Zheng Email: john@home-dollar.com	Trade Payable				\$ 1,904,448
10	Bimbo Bakeries USA Inc 355 Business Center Horsham, PA 19044-3414	Attn: Darrell Miller Title: VP, Controller & Treasurer Email: dmiller@bbumail.com Phone: (215) 672-8010	Trade Payable				\$ 1,869,219
11	Frito Lay Inc 7701 Legacy Drive Plano, TX 75204-4099	Attn: Chris Quinn Title: VP of Sales Email: chris.m.quinn@fritolay.com	Trade Payable				\$ 1,668,547
12	Reyes Coca Cola Bottling LLC 7400 N. Oak Park Avenue Niles, IL 60714	Attn: J. Christopher Reyes Title: Chief Executive Officer Email: creyes@reyesholdings.com	Trade Payable				\$ 1,641,516
13	Ningbo Assisting Trading Co Ltd No. 258 Dieyuan Rd Room 2601 Ningbo, 315100 China	Email: Emily@ningbotower.com Phone: (+86) 18868637544	Trade Payable				\$ 1,557,701
14	J B Hunt Transport Inc 615 J.B. Hunt Corporate Drive Lowell, AR 72745	Attn: John Roberts Title: President & CEO Email: john_roberts@jbhunt.com	Trade Payable				\$ 1,539,607
15	Vistar 1188 Inverness Dr West 800 Englewood, CO 80112	Attn: Darren Hamblen Title: President Email: darrenhamblen@vistar.com Phone: (253) 301-4660	Trade Payable				\$ 1,463,028
16	Producers Dairy Foods Inc 250 E Belmont Ave. Fresno, CA 93701	Attn: John Keith Title: President & COO Email: john.keith@producersdairy.com Phone: (559) 264-6583	Trade Payable				\$ 1,439,383
17	Pepsi Beverages Bottling Group LLC 1 Pepsi Way Somers, NY 10589	Attn: Ram Krishnan Title: CEO Email: ram.krishnan@pepsico.com Phone: 704-736-2640	Trade Payable				\$ 1,429,197
18	DSL Holding Limited Floor 10, Block A Eldex Industrial Building No. 21 Ma Tau Wai Rd Hung Hom, Kowloon Hong Kong	Attn: Ms. Helen Chu Title: Sales & Marketing Email: helen@dslholding.com Phone: (852) 2187477	Trade Payable				\$ 1,361,867
19	Ningbo Home-Dollar Imp & Exp Corp 69 Guangyuan Rd Ningbo, Zhejiang, 315033 China	Attn: Moon Yan Title: VP of Business Email: myan@home-dollar.com	Trade Payable				\$ 1,340,584

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of 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 ²	Unsecured claim
20	Reach International Trading Limited Unit A, 9F. Silvercorp International Tower 707-713 Nathan Road Mongkok, Kowloon Hong Kong	Attn: Robert and Nickel Title: Owners Email: nickel@nbreach.cn Phone: (86) 574-82829852	Trade Payable				\$ 1,232,412
21	Nissin Foods USA Co Inc 2001 W. Rosecrans Avenue Gardena, CA 90249	Attn: Michael Price Title: President & CEO Email: mprice@nissinfoods.com Phone: (+81) 3-3205-5111	Trade Payable				\$ 1,201,955
22	Passion Growers West LLC 1352 Decision Street Vista, CA 92081	Attn: Eugenia Barth Title: General Manager, West Coast Email: eugenia@passiongrowers.com Phone: (760) 598-6380	Trade Payable				\$ 1,139,551
23	Mayflower Distributing Company Inc 1155 Medallion Drive Mendota Heights, MN 55120	Attn: Joe Abelovitz Title: CEO Email: j.abelovitz@mayflowerdistributing.com Phone: (651) 452 4892	Trade Payable				\$ 1,116,163
24	Little Farm Distribution Inc 456 E 19th St Upland, CA 91784	Attn: Mario Varo Perez Title: President & CEO Email: mario.perez@losaltosfoods.com Phone: (909) 929-4940	Trade Payable				\$ 1,099,375
25	Safeway Inc d/b/a: Lucerne Foods Inc 5918 Stoneridge Mall Road Pleasanton, CA 94588	Attn: Wendy Gutshall Title: Director, Public and Government Affairs Email: wendy.gutshall@safeway.com Phone: 510-847-2623	Trade Payable				\$ 1,094,350
26	Fabrica De Jabon La Corona Sa De C.V. Carlos B. Zetina Xalostoc No 80 Xalostoc Industrial Park Ecatepec de Morelos, 55348 Mexico	Attn: Alejandra Martin Del Campo Email: alejandram@lacorona.com.mx Phone: (+52) 55-5747-4545	Trade Payable				\$ 1,086,206
27	Colgate-Palmolive Co 300 Park Ave. 11th Floor New York, NY 10022	Attn: Jesper Nordengaard Title: President Email: jesper_nordengaard@colpal.com Phone: (212) 310-2000	Trade Payable				\$ 1,081,719
28	Ciuti International Inc 10865 Jersey Boulevard Rancho Cucamonga, CA 91730	Attn: Marcel Trincala Title: CEO Email: marcel@ciuti.com Phone: (909) 484-1414	Trade Payable				\$ 1,066,087
29	McKee Foods Corp 10260 McKee Rd Collegedale, TN 37363	Attn: Chris McKee Title: President & COO Email: chris_mckee@mckee.com	Trade Payable				\$ 1,064,414

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of 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 ²	Unsecured claim
30	<p>State of California District Attorney, County of San Diego 330 W. Broadway Suite 750 San Diego, CA 92101</p> <p>- and -</p> <p>State of California District Attorney, County of Los Angeles 211 W. Temple St. Floor 10 Los Angeles, CA 90012-4455</p>	<p>Attn: Thomas Papageorge Title: Head Deputy District Attorney Email: Thomas.Papageorge@sdcca.org Phone: (619) 531-4137</p> <p>- and -</p> <p>Attn: Hoon Chun Title: Head Deputy District Attorney Email: Hchun@da.lacounty.gov Phone: (213) 257-2460</p>	Litigation (Pricing Violation)	Contingent, Unliquidated, Disputed			Undetermined

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF NUMBER HOLDINGS, INC.**

April 7, 2024

The undersigned, being all of the members of the Board of Directors (the “Board”) of Number Holdings, Inc., a Delaware corporation (the “Company”), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware and the Amended and Restated By-Laws of the Company, approve and adopt the following resolutions with the same force and effect as if they were adopted at a duly constituted meeting of the Board:

WHEREAS, the Board has considered the financial and operational condition of the Company;

WHEREAS, the Board has reviewed the historical performance and results of the Company, the market in which the Company operates, its current and future liquidity needs, its business prospects, and its current and long-term liabilities;

WHEREAS, the Board has reviewed the materials presented by its financial, legal, and other advisors and has engaged in numerous and extensive discussions (including, without limitation, with management and legal and financial advisors of the Company) regarding, and has had the opportunity to fully consider, the Company’s financial condition, including its liabilities and liquidity position, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business and operations; and

WHEREAS, the Board has determined that it is desirable and in the best interests of the Company and its respective creditors, equity holders, employees, and other parties-in-interest that the Company file or cause to be filed a voluntary petition (a “Voluntary Petition”) for relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that it is advisable and in the best interests of the Company that the Company file, or cause to be filed, a Voluntary Petition commencing the Chapter 11 Case; and

BE IT FURTHER RESOLVED, that any authorized officer of the Company, including the Chief Restructuring Officer, and any person authorized by such officers (the “Authorized Officers”), be, and each of them is, authorized, empowered, and directed to execute and file, or cause to be filed, with the bankruptcy court, for the Company, all petitions, schedules, lists, motions, applications, pleadings, and any other necessary papers or documents (collectively, “Chapter 11 Case Documents”), including any amendments to such Chapter 11 Case Documents, and to take any and all action and perform any and all further deeds that they deem necessary or proper to obtain chapter 11 bankruptcy relief or in connection with the chapter 11 case of the Company (the “Chapter 11 Case”), with a view to the successful prosecution of such Chapter 11 Case.

Debtor in Possession Financing

WHEREAS, the Board has been presented with a commitment letter proposed to be entered into by and between 99 Cents Only Stores LLC, a California limited liability company (“99 Cents”), as the borrower, and the commitment party to such “Commitment Letter”, in substantially the form attached to this written consent as Exhibit A (the “DIP Commitment Letter”), pursuant to which the commitment party would provide a \$60.8 million super-priority senior secured debtor in possession term loan credit facility (the “DIP Credit Facility”);

WHEREAS, the Board has had the opportunity to consult with its respective legal and financial advisors to fully consider and discuss the key terms of the foregoing; and

WHEREAS, the Board, including on behalf of the Company in its capacity as the sole member of 99 Cents, has determined that the transactions contemplated by the DIP Commitment Letter are desirable and in the best interests of the Company and its subsidiaries and that, in connection with the Chapter 11 Case, 99 Cents’ entry into the DIP Commitment Letter and the effectuation of the transactions contemplated by the DIP Commitment Letter are necessary and appropriate to the continuation and preservation of the value of the business of the Company and its subsidiaries.

NOW, THEREFORE, BE IT RESOLVED, that the DIP Commitment Letter, the DIP Credit Facility and the terms and provisions of each of the DIP Commitment Letter and any and all of the other agreements to which the Company and/or any of its subsidiaries is a party, including, without limitation, certificates, documents, agreements, deeds, and instruments authorized, executed, delivered, reaffirmed, verified or filed in connection with the DIP Credit Facility, and the Company’s and/or any of its subsidiaries’ performance of its respective obligations under the DIP Commitment Letter and the DIP Credit Facility, including any guarantees and the granting of security interests contemplated under the DIP Commitment Letter and the DIP Credit Facility and the borrowings under the DIP Credit Facility, are authorized and approved;

BE IT FURTHER RESOLVED, that the Authorized Officers, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each of them is, authorized, empowered, and directed, in the name and on behalf of the Company, to, if the Authorized Officers determine it to be necessary or appropriate, enter into, or cause the taking of any action by 99 Cents to enter into, the DIP Commitment Letter and the DIP Credit Facility, and any related documents or instruments, each on terms and conditions agreed to by the Company, the lender and the agent and such other terms as are customary for similar debtor-in-possession facilities and to cause the Company to grant a senior security interest in substantially all of its assets in connection with such DIP Credit Facility, and to undertake any and all related transactions contemplated by the DIP Commitment Letter and the DIP Credit Facility;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed, in the name and on behalf of the Company, to, if the Authorized Officers determine it to be necessary or appropriate, cause to be prepared, to negotiate, execute, and deliver, and the Company is authorized to perform its obligations and take the actions contemplated under, the DIP Credit Facility and such other documents, agreements, guaranties,

instruments, financing statements, notices, undertakings, certificates, and other writings as may be required by, contemplated by, or in furtherance of the DIP Credit Facility (collectively, “Supplemental DIP Credit Documents”), each containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Authorized Officers, and any amendments, restatements, amendments and restatements, supplements, or other modifications to such Supplemental DIP Credit Documents, in each case with such changes in such Supplemental DIP Credit Documents and additions to such Supplemental DIP Credit Documents (substantial or otherwise) as shall be deemed necessary, appropriate, or advisable by any Authorized Officer executing the same in the name and on behalf of the Company, such approval to be evidenced conclusively by such execution;

BE IT FURTHER RESOLVED, that the Company, as debtor and debtor in possession under the Bankruptcy Code, be authorized, empowered, and directed to negotiate and obtain the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on and claims against the Company’s assets as may be contemplated by or required under the terms of cash collateral agreements or other similar arrangements, in such amounts as is reasonably necessary for the continuing conduct of the affairs of the Company in the Chapter 11 Case and any of the Company’s affiliates who may also, concurrently with the Company’s petition, file for relief under the Bankruptcy Code;

BE IT FURTHER RESOLVED, that the Company will receive substantial direct and indirect benefits from the loans and other financial accommodations to be made under the DIP Credit Facility to the Company and its affiliates;

Retention of Advisors

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ the law firm of Milbank LLP as general bankruptcy counsel to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations, including filing any pleadings in connection with the Chapter 11 Case and with any post-petition financing; and in connection with such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Milbank LLP;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ the firm of Morris, Nichols, Arsht & Tunnell LLP as Delaware bankruptcy counsel to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case and with any post-petition financing; and in connection such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Morris, Nichols, Arsht & Tunnell LLP;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ the firm of Jefferies LLC as investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case and with any post-petition financing; and in connection with such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Jefferies LLC;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ the firm of Alvarez & Marsal North America, LLC as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case and with any post-petition financing; and in connection with such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Alvarez & Marsal North America, LLC;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ the firms of Hilco Merchant Resources, LLC and Hilco Real Estate, LLC (collectively, "Hilco") as retail consultant and real estate consultant and advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case and with any post-petition financing; and in connection with such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Hilco;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ the firm of Kroll Restructuring Administration LLC as claims and noticing agent to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection with such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be executed and filed an appropriate application with the bankruptcy court for authority to retain the services of Kroll Restructuring Administration LLC;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ any other professionals, including attorneys, accountants, and tax advisors, necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection with such employment, the Authorized Officers are authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case, and cause to be executed

and filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary;

Other Authorization and Ratification

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed, in the name and on behalf of the Company, to prosecute the Chapter 11 Case in a manner that in their business judgment is likely to maximize the recovery for stakeholders in the Company and minimize the obligations incurred by the Company;

BE IT FURTHER RESOLVED, that the Authorized Officers be, and each of them is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such officer shall be or become necessary, proper, and desirable to prosecute to a successful completion the Chapter 11 Case, including, but not limited to, implementing the foregoing resolutions and the transactions contemplated by this written consent and paying all expenses, including but not limited to filing fees;

BE IT FURTHER RESOLVED, that Authorized Officers be, and each of them is, authorized, empowered, and directed, in the name and on behalf of the Company, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

BE IT FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before this written consent was certified, are in all respects approved and ratified.

IN WITNESS WHEREOF, each of the undersigned has executed this action by written consent as of the date written above.


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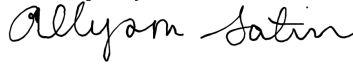
Felicia Thornton

DocuSigned by:
ANDREW GIANCAMILLI
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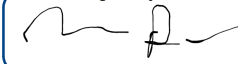
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Russell Belinsky

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

In re:)
) Chapter 11
NUMBER HOLDINGS, INC. *et al.*,¹)
) Case No. 24-[_____] ()
)
Debtors.) (Joint Administration Requested)
)
)
)
)

**CONSOLIDATED CORPORATE OWNERSHIP
STATEMENT AND LIST OF EQUITY SECURITY HOLDERS**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each a “Debtor”) hereby state as follows:

1. A list of the equity interest holders of Debtor Number Holdings, Inc., along with the nature of their equity interests, is attached hereto as **Exhibit A**.
2. Debtor 99 Cents Only Stores LLC, whose address is 1730 Flight Way, Suite 100, Tustin, CA, 92782, is 100% owned by Debtor Number Holdings, Inc., whose address is 1730 Flight Way, Tustin, CA, 92782.
3. The following Debtors, each of whose address is 1730 Flight Way, Suite 100, Tustin, CA, 92782, are 100% owned by Debtor 99 Cents Only Stores LLC:
 - a. 99 Cents HoldCo LLC
 - b. 99 Cents Only Stores Texas, Inc.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: (i) Number Holdings, Inc. (1463); (ii) 99 Cents HoldCo LLC (3987); (iii) 99 Cents Only Stores LLC (1605); (iv) 99 Cents Only Stores Texas, Inc. (1229); (v) 99 Cents PropCo LLC (7843); and (vi) Bargain Wholesale LLC (8030). The Debtors’ principal offices are located at 1730 Flight Way, Suite 100, Tustin, CA 92782.

c. Bargain Wholesale LLC


4. Debtor 99 Cents PropCo LLC, whose address is 1730 Flight Way, Suite 100, Tustin, CA, 92782, is 100% owned by Debtor 99 Cents HoldCo LLC.


EXHIBIT AList of Number Holdings, Inc.'s Equity Interest Holders²

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
Ares Corporate Opportunities Fund III LP	2000 Avenue of the Stars, 12th Floor Los Angeles, CA 90067	Class A Common Stock	43.46%
		Class B Common Stock	43.46%
		Series A Preferred Stock	68.09%
		Series B Preferred Stock	32.8%
		Series AA-2 Preferred Stock	68.78%
		Series Y Stock	58.81%
Canada Pension Plan Investment Board	One Queen Street East Toronto, Ontario, M5C 2W5 Canada	Class A Common Stock	18.59%
		Class B Common Stock	18.59%
		Series B Preferred Stock	19.26%
OCM 99 Holdings LLC	333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Class A Common Stock	14.5%
		Class B Common Stock	14.5%
		Series AA-1 Preferred Stock	100%
		Series Y Stock	14.5%
		Series Z Preferred Stock	100%

² This list serves as the disclosure required to be made by the Debtors pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of February 2, 2024.

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
Wasserstein Debt Opportunities Master LP	1185 Avenue of the Americas, 39th Floor New York, NY 10036	Class A Common Stock	10.04%
		Class B Common Stock	10.04%
		Series A Preferred Stock	14.29%
		Series B Preferred Stock	20.65%
		Series AA-2 Preferred Stock	12.94%
		Series Y Stock	11.06%
Litespeed Master Fund	745 Fifth Avenue, 6th Floor New York, NY 10036	Class A Common Stock	7.63%
		Class B Common Stock	7.63%
		Series A Preferred Stock	13.57%
		Series B Preferred Stock	14.43%
		Series AA-2 Preferred Stock	11.67%
		Series Y Stock	9.98%
Mercer QIF Fund PLC – Mercer Investment Fund 1	333 South Grand Avenue, 28th Floor Los Angeles, CA 90071	Class A Common Stock	1.85%
		Class B Common Stock	1.85%
		Series B Preferred Stock	5.05%
		Series AA-2 Preferred Stock	2.16%
		Series Y Stock	1.85%

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
The Vanderbilt University	1185 Avenue of the Americas New York, NY 10036	Class A Common Stock	1.48%
		Class B Common Stock	1.48%
		Series A Preferred Stock	2.64%
		Series B Preferred Stock	2.8%
		Series AA-2 Preferred Stock	3.34%
		Series Y Stock	2.86%
LBL Wasserstein Debt Investment LLC	1605 LBJ Freeway, Suite 710 Dallas, TX 75234	Class A Common Stock	0.57%
		Class B Common Stock	0.57%
		Series A Preferred Stock	1.02%
		Series B Preferred Stock	1.08%
		Series AA-2 Preferred Stock	0.67%
		Series Y Stock	0.57%
Inteligo Bank Ltd	Seventeen Shop Building, 1st Floor Nassau, Bahamas	Class A Common Stock	0.48%
		Class B Common Stock	0.48%
		Series B Preferred Stock	1.31%
Nogra Group SICAF-SIF S.A. – Dilso Compartment	18 Avenue de la Porte-Neuve GDL L-2227, Luxembourg	Class A Common Stock	0.43%
		Class B Common Stock	0.43%
		Series B Preferred Stock	1.18%
Felicia Thornton		Class A Common Stock	0.37%
		Class B Common Stock	0.37%
		Series AA-2 Preferred Stock	0.43%
		Series Y Stock	0.37%

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
Mizuho US High Yield LA US Dollar Denominated HY	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	0.21%
		Class B Common Stock	0.21%
		Series A Preferred Stock	0.24%
		Series B Preferred Stock	0.46%
Descartes Trading	17 Cours Valmy Paris 92972 France	Class A Common Stock	0.14%
		Class B Common Stock	0.14%
		Series B Preferred Stock	0.37%
LA US High Yield BD FD % Lord Abbett	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	0.1%
		Class B Common Stock	0.1%
		Series A Preferred Stock	0.11%
		Series B Preferred Stock	0.21%
Burt Flickinger IRA WFCS C/F	2801 Market Street St. Louis, MO 63103	Class A Common Stock	0.05%
		Class B Common Stock	0.05%
		Series B Preferred Stock	0.15%
Tennessee Consolidated Retirement System	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	0.02%
		Class B Common Stock	0.02%
		Series A Preferred Stock	0.02%
		Series B Preferred Stock	0.05%
William J Magavern II		Class A Common Stock	0.01%
		Class B Common Stock	0.01%
		Series B Preferred Stock	0.04%

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
Catherine Flickinger IRA WFCS C/F	2801 Market Street St. Louis, MO 63103	Class A Common Stock	0.01%
		Class B Common Stock	0.01%
		Series B Preferred Stock	0.03%
Flickinger Consulting Co PSP FBO Burt P Flickinger	[REDACTED]	Class A Common Stock	0.01%
		Class B Common Stock	0.01%
		Series B Preferred Stock	0.03%
John J Olichney (SEP IRA) WFCS as Custodian	2801 Market Street St. Louis, MO 63103	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	0.02%
Burt P Flickinger C/F Nicholas D Flickinger UTMA NY	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	0.02%
Permanens Capital	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series A Preferred Stock	<0.01%
		Series B Preferred Stock	<0.01%
Burt P Flickinger C/F David R Flickinger UGMA NY	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	0.01%

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
Liberty University LTI	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series A Preferred Stock	<0.01%
		Series B Preferred Stock	<0.01%
Catherine Flickinger	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
Renee Leigh Siebert (IRA) WFCS as Custodian	2801 Market Street St. Louis, MO 63103	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
Liberty University Strategic	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series A Preferred Stock	<0.01%
		Series B Preferred Stock	<0.01%
Jane Forman Sheets	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
The Gore Trust	90 Hudson Street Jersey City, NJ 07302	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series A Preferred Stock	<0.01%
		Series B Preferred Stock	<0.01%

Equity Holder	Last Known Address	Nature of Equity Interest	Approximate Percentage Held
David R Flickinger Roth IRA WFCS as Custodian	2801 Market Street St. Louis, MO 63103	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
ND Flickinger Roth IRA WFCS as Custodian	2801 Market Street St. Louis, MO 63103	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
Joe Beck	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
Kay Beck	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series B Preferred Stock	<0.01%
Avenue of the Stars Investments LLC	C/O The Corporation Trust Company 1209 Orange Street Wilmington, DE 19801	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%
		Series AA-2 Preferred Stock	<0.01%
		Series Y Stock	<0.01%
Geoffrey Covert	[REDACTED]	Class A Common Stock	<0.01%
		Class B Common Stock	<0.01%

Fill in this information to identify the case and this filing:

Debtor Name Number Holdings, 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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement and List of Equity Holders

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

Executed on 04/07/2024
MM / DD / YYYY

X /s/ Christopher J. Wells
 Signature of individual signing on behalf of debtor

Christopher J. Wells
 Printed name

Chief Restructuring Officer
 Position or relationship to debtor