

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

In re:

NUMBER HOLDINGS, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-10719 (JKS)
)
) (Jointly Administered)
)
) **Re: D.I. 1042**
)

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) AUTHORIZING
PAYMENT OF CERTAIN MEDICAL CLAIMS, (II) AUTHORIZING AND
APPROVING PROCEDURES FOR THE WIND DOWN OF THE DEBTORS' SELF-
INSURED MEDICAL PLANS, AND (III) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “Debtors”) hereby certify as follows:

1. On April 7, 2024 (the “Petition Date”),² the Debtors commenced these cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (as amended, the “Bankruptcy Code”).

2. On July 19, 2024, the Debtors filed the *Debtors’ Motion for Entry of an Order Authorizing Payment of Certain Medical Claims, (II) Authorizing and Approving Procedures for the Wind Down of the Debtors’ Self-Insured Medical Plans, and (III) Granting Related Relief* (the “Motion”).³

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); (vi) Bargain Wholesale LLC (8030). The Debtors’ mailing address is 10105 E Via Linda, Ste 103 PMB 1207, Scottsdale, AZ 85258.

² Certain of the Debtors’ voluntary petitions were filed on the docket shortly after midnight (ET) on April 8, 2024.

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

3. Pursuant to the notice attached to the Motion, the deadline to file objections or responses regarding the entry of an order granting the relief requested in the Motion was August 2, 2024, at 4:00 p.m. (ET) (the “Objection Deadline”). Prior to the Objection Deadline, the Debtors received informal comments from the Office of the United States Trustee (the “U.S. Trustee”), Anthem Blue Cross Blue Shield (“Anthem”), and Aetna Life Insurance Company (“Aetna”). The Debtors did not receive any other informal comments or objections to the Motion.

4. The Debtors revised the proposed form of order attached to the Motion (the “Revised Order”) to incorporate the parties’ informal comments. The U.S. Trustee, Anthem, and Aetna each reviewed the Revised Order and do not object to its entry.

5. A copy of the Revised Order is attached hereto as **Exhibit A**. For the convenience of the Court and all parties in interest, a redline comparing the Revised Order against the proposed order filed with the Motion is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the Court enter the Revised Order, substantially in the form attached hereto as **Exhibit A**, at its earliest convenience.

[Remainder of page intentionally left blank]

Dated: August 8, 2024
Wilmington, Delaware

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Exhibit A

Revised Order

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

In re:

NUMBER HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 24-10719 (JKS)
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) (Jointly Administered)
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) **Re: D.I. ____**
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**ORDER (I) AUTHORIZING PAYMENT OF CERTAIN MEDICAL
CLAIMS, (II) AUTHORIZING AND APPROVING PROCEDURES
FOR THE WIND DOWN OF THE DEBTORS' SELF-INSURED
MEDICAL PLANS, AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order: (a) authorizing, but not directing, the Debtors to pay certain claims for medical care received prior to June 30, 2024 (the “Medical Claims”), (b) authorizing and approving certain procedures for the wind down of the Debtors’ self-insured Medical Plans, and (c) granting certain related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* of the United States District Court for the District of Delaware, dated February 12, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United

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States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Motion and the opportunity to be heard at the hearing thereon were appropriate under the circumstances and that no other notice need be provided, except as set forth herein; and this Court having reviewed the Motion and First Day Declaration and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein (this “Order”).
2. The following Run-Off Procedures are approved in connection with the wind down of the Medical Plans:

- a. Medical Claims Notice.* The Debtors shall file and serve a notice, substantially in the form attached hereto as **Exhibit 1** (the “Medical Claims Notice”), notifying Employees who participated in the Medical Plans of the Medical Claims Deadline (defined below).
- b. Service of the Medical Claims Notice.* The Debtors will cause the Medical Claims Notice to be served by first class mail upon the Employees who participated in the Medical Plans.
- c. Medical Claims Deadline.* Medical Claims incurred on account of medical care received through the end of the applicable coverage period (which in no event is later than June 30, 2024), if any, must be submitted to Anthem Blue Cross Blue Shield (“Anthem”) or Aetna Life Insurance Company (“Aetna,” together with Anthem, the “Third-Party Administrators”), as applicable, with sufficient information for the claim to be fully adjudicated, using the standard claims submission process under the applicable Medical Plan, on or before ninety (90) days after service of the Medical Claims Notice (the “Medical Claims Deadline”), which may be extended by the Debtors in their sole discretion. Any party, who is required, but fails, to submit a Medical Claim on or before the Medical Claims Deadline, or who submits a Medical Claim without sufficient information, or who submits an adjustment or reconsideration request that is received after the Medical Claims Deadline for a previously, timely-submitted Medical Claim, will be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their estates, and the Debtors, their estates, and their property will be forever

discharged from any and all indebtedness or liability with respect to or arising from such claim. Upon completion of service of the Medical Claims Notice, the Debtors will inform the Third-Party Administrators by email of the day that is ninety (90) days after the date of service of the Medical Claims Notice.

3. The Debtors are authorized, but not directed, to pay Medical Claims filed in accordance with the Run-Off Procedures and related amounts necessary or appropriate to effect the relief granted by this Order. The Debtors will reimburse the Third-Party Administrators for administering and/or paying all allowed Medical Claims received prior to the Medical Claims Deadline in accordance with the Run-Off Procedures and the applicable agreements with the Third-Party Administrators. Nothing herein shall subject the Third-Party Administrators to any liability as a result of administration of Medical Claims consistent with this Order.

4. The Third-Party Administrators are authorized and directed to deny, not administer, and not pay any Medical Claim received by the Third-Party Administrators after the Medical Claims Deadline, including claims for which required information, or adjustment or reconsideration requests were received after the Medical Claims Deadline.

5. The Debtors are authorized in their discretion to set an earlier run-out date prior to the date listed in their agreements with the Third-Party Administrators; *provided that* the Debtors give the Third-Party Administrators at least five (5) business days' prior written notice of such modification.

6. The banks and financial institutions on which checks are drawn or electronic payment requests made in payment of the Medical Claims are authorized, but not directed, to: (i) receive, process, honor, and pay all such checks and electronic payment requests when presented for payment and (ii) rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order, without any duty of further inquiry and without liability for following the Debtors' instructions.

7. Nothing contained herein is intended or should be construed to grant administrative priority status to any claim on account of any Medical Plan.

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (i) an admission as to the amount of, basis for, or validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any other party's right to dispute any claim; (iii) a promise or requirement to pay any particular claim; (iv) an admission that any particular claim is of a type described in the Motion; (v) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (vi) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (vii) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

9. The Debtors are hereby authorized to take all actions that are necessary and appropriate to effectuate the relief granted in this Order.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

11. Notice of the Motion is deemed good and sufficient notice of the relief requested therein.

12. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon its entry.

Exhibit 1

Medical Claims Notice

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

In re:

NUMBER HOLDINGS, INC., *et al.*,¹

Debtors.

) Chapter 11

) Case No. 24-10719 (JKS)

) (Jointly Administered)

) **Medical Claims Deadline:**

) **[●]**

**NOTICE OF DEADLINE FOR SUBMITTING CLAIMS
FOR MEDICAL CARE RECEIVED ON OR BEFORE JUNE 30, 2024**

**YOU ARE RECEIVING THIS NOTICE BECAUSE YOU ARE A CURRENT OR
FORMER EMPLOYEE OF THE DEBTORS AND MAY HAVE OR MAY ASSERT A
CLAIM FOR MEDICAL CARE RECEIVED UNDER YOUR HEALTH INSURANCE
POLICY WITH THE DEBTORS**

PLEASE TAKE NOTICE that on [●], 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order approving procedures for administration and conclusion of the Debtors’ self-insured healthcare plans (each, a “Medical Plan”) and granting related relief [D.I. [●]] (the “Order”).²

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order and by this written notice (the “Medical Claims Notice”), the Debtors hereby notify you that the deadline for submitting claims for medical care received on or before June 30, 2024 under your applicable Medical Plan (each, a “Medical Claim”) is [●], 2024 (the “Medical Claims Deadline”). The Medical Claims Deadline applies to Medical Claims submitted by you as well as those submitted by any medical provider.

PLEASE TAKE FURTHER NOTICE that, any party who is required, but fails, to submit a Medical Claim on or before the Medical Claims Deadline, or who submits a Medical Claim without sufficient information, or who submits an adjustment or reconsideration request that is received after the Medical Claims Deadline for a previously, timely-submitted Medical

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² Capitalized terms used and not otherwise defined herein have the meanings given to them in the Order.

Claim, will be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their estates, and the Debtors, their estates, and their property will be forever discharged from any and all indebtedness or liability with respect to or arising from such claim.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order and this Medical Claims Notice, all Medical Claims must be submitted with sufficient information to Anthem Blue Cross Blue Shield or Aetna Life Insurance Company, as applicable, using the standard claims submission process for your applicable Medical Plan.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order and this Medical Claims Notice, all Medical Claims must be submitted to Anthem Blue Cross Blue Shield or Aetna Life Insurance Company by the Medical Claims Deadline.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO SUBMIT A MEDICAL CLAIM BY THE MEDICAL CLAIMS DEADLINE SET FORTH HEREIN, YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING A MEDICAL CLAIM.

Dated: August 8, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ draft

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Matthew O. Talmo (No. 6333)
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Co-Counsel for Debtors in Possession

Exhibit B

Redline

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

In re:

NUMBER HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11

)
) Case No. 24-10719 (JKS)

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) (Jointly Administered)

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) **Re: D.I. ____**

**ORDER (I) AUTHORIZING PAYMENT OF CERTAIN MEDICAL
CLAIMS, (II) AUTHORIZING AND APPROVING PROCEDURES
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Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order: (a) authorizing, but not directing, the Debtors to pay certain claims for medical care received prior to June 30, 2024 (the “Medical Claims~~as defined below~~”), (b) authorizing and approving certain procedures for the wind down of the Debtors’ self-insured Medical Plans, and (c) granting certain related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* of the United States District Court for the District of Delaware, dated February 12, 2012; and this Court having found that this is a

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core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Motion and the opportunity to be heard at the hearing thereon were appropriate under the circumstances and that no other notice need be provided, except as set forth herein; and this Court having reviewed the Motion and First Day Declaration and ~~having heard the statements and argument in support of the relief requested at a hearing before this Court (the “Hearing”)~~ and this Court having determined that the legal and factual bases set forth in the Motion ~~and at the Hearing~~ establish just cause for the relief granted herein; and upon all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is ~~granted~~GRANTED as set forth herein (this “Order”).
2. The following Run-Off Procedures are approved in connection with the wind down of the Medical Plans:
 - a. **Medical Claims Notice.** The Debtors shall file and serve a notice, substantially in the form attached ~~to the Proposed Order~~hereto as **Exhibit 1** (the “Medical Claims Notice”), notifying Employees who participated in the Medical Plans of the Medical Claims Deadline (defined below).
 - b. **Service of the Medical Claims Notice.** The Debtors will cause the Medical Claims Notice to be served by first class mail upon the Employees who participated in the Medical Plans.
 - c. **Medical Claims Deadline.** Medical Claims ~~for~~incurred on account of medical care received through the end of the applicable coverage period (which in no event is later than June 30, 2024), if any, must be submitted to Anthem Blue Cross Blue Shield (“Anthem”) or Aetna Life Insurance Company (“Aetna,” together with Anthem, the “Third-Party Administrators”), as applicable, with sufficient information for the claim to be fully adjudicated, using the standard claims submission process ~~for~~under the applicable Medical Plan, on or before ninety (90) days after service of the Medical Claims Notice (the “Medical Claims Deadline”), which may be extended by the Debtors in their sole discretion. Any

party, who is required, but fails, to submit a Medical Claim on or before the Medical Claims Deadline, or who submits a Medical Claim without sufficient information, or who submits an adjustment or reconsideration request that is received after the Medical Claims Deadline for a previously, timely-submitted Medical Claim, will be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their estates, and the Debtors, their estates, and their property will be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Upon completion of service of the Medical Claims Notice, the Debtors will inform the Third-Party Administrators by email of the day that is ninety (90) days after the date of service of the Medical Claims Notice.

3. The Debtors are authorized, but not directed, to pay Medical Claims filed in accordance with the Run-Off Procedures and related amounts necessary or appropriate to effect the relief granted by this Order. The Debtors will reimburse the Third-Party Administrators for administering and/or paying all allowed Medical Claims received prior to the Medical Claims Deadline in accordance with the Run-Off Procedures and the applicable agreements with the Third-Party Administrators. Nothing herein shall subject the Third-Party Administrators to any liability as a result of administration of Medical Claims consistent with this Order.

4. The Third-Party Administrators are authorized and directed to deny, not administer, and not pay any Medical Claim received by the Third-Party Administrators after the Medical Claims Deadline, including claims for which required information, or adjustment or reconsideration requests were received after the Medical Claims Deadline.

5. The Debtors are authorized in their discretion to set an earlier run-out date prior to the date listed in their agreements with the Third-Party Administrators; *provided that* the Debtors give the Third-Party Administrators at least five (5) business days' prior written notice of such modification.

6. ~~4.~~ The banks and financial institutions on which checks are drawn or electronic payment requests made in payment of the Medical Claims are authorized, but not directed, to: (i)

receive, process, honor, and pay all such checks and electronic payment requests when presented for payment and (ii) rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order, without any duty of further inquiry and without liability for following the Debtors' instructions.

7. ~~5.~~ Nothing contained herein is intended or should be construed to grant administrative priority status to any claim on account of any Medical Plan.

8. ~~6.~~ Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (i) an admission as to the amount of, basis for, or validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any other party's right to dispute any claim; (iii) a promise or requirement to pay any particular claim; (iv) an admission that any particular claim is of a type described in the Motion; (v) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (vi) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (vii) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

9. ~~7.~~ The Debtors are hereby authorized to take all actions that are necessary and appropriate to effectuate the relief granted in this Order.

10. ~~8.~~ The Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

11. ~~9.~~ Notice of the Motion ~~as provided therein shall be~~ is deemed good and sufficient notice of ~~such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.~~ the relief requested therein.

12. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon its entry.

Exhibit 1

Medical Claims Notice

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

In re:)	
)	Chapter 11
NUMBER HOLDINGS, INC., <i>et al.</i> , ¹)	
)	Case No. 24-10719 (JKS)
Debtors.)	
)	(Jointly Administered)
)	
)	<u>Medical Claims Deadline:</u>
)	[●]

**NOTICE OF DEADLINE FOR SUBMITTING CLAIMS
FOR MEDICAL CARE RECEIVED ON OR BEFORE JUNE 30, 2024**

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU ARE A CURRENT OR FORMER EMPLOYEE OF THE DEBTORS AND MAY HAVE OR MAY ASSERT A CLAIM FOR MEDICAL CARE RECEIVED UNDER YOUR HEALTH INSURANCE POLICY WITH THE DEBTORS

PLEASE TAKE NOTICE that on [●], 2024, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered an order approving procedures for administration and conclusion of the Debtors’ self-insured healthcare plans (each, a “Medical Plan”) and granting related relief [D.I. [●]] (the “Order”).²

PLEASE TAKE FURTHER NOTICE that, pursuant to the Order and by this written notice (the “Medical Claims Notice”), the Debtors hereby notify you that the deadline for submitting claims for medical care received on or before ~~the termination of your coverage under~~ a June 30, 2024 under your applicable Medical Plan (each, a “Medical Claim”) is [●], 2024 (the “Medical Claims Deadline”). The Medical Claims Deadline applies to Medical Claims submitted by you as well as those submitted by any medical provider.

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Dated: August 7, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ draft

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