Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(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

04/25

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

Republic National Distributing Company, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business as* names

Republic National Distributing Company

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

20-5543506

4. Debtor's address

Principal place of business

4300 Wildwood Parkway
Number Street

Atlanta **GA** **30339**
City State Zip Code

Cobb County
County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State Zip Code

Location of principal assets, if different from principal place of business

Number Street

City State Zip Code

5. Debtor's website (URL)

https://rndc-usa.com

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 .

424820 – Alcoholic beverages, wine, and distilled spirits

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. *Check **all** that apply:*

☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.

☐ 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

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 ______ When MM/DD/YYYY Case number ______

District ______ When MM/DD/YYYY Case number ______

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 Rider 1** Relationship **Affiliate**
District **Southern District of Texas** When **07/26/2026**
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)

☐ 1-49	☐ 1,000-5,000	☐ 25,001-50,000
☐ 50-99	☐ 5,001-10,000	☐ 50,001-100,000
☐ 100-199	☐ 10,001-25,000	☒ More than 100,000
☐ 200-999		

Debtor **Republic National Distributing Company, LLC** Case number *(if known)*
Name

15. Estimated assets (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☒ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☐ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ More than $50 billion

16. Estimated liabilities (on a consolidated basis)

☐ $0-$50,000	☐ $1,000,001-$10 million	☐ $500,000,001-$1 billion
☐ $50,001-$100,000	☐ $10,000,001-$50 million	☒ $1,000,000,001-$10 billion
☐ $100,001-$500,000	☐ $50,000,001-$100 million	☐ $10,000,000,001-$50 billion
☐ $500,001-$1 million	☐ $100,000,001-$500 million	☐ 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 **07/26/2026**
MM/ DD / YYYY

✘ ***/s/ John R. Castellano***
Signature of authorized representative of debtor

John R. Castellano
Printed name

Title **Chief Restructuring Officer**

18. Signature of attorney

✘ ***/s/ John F. Higgins***
Signature of attorney for debtor

Date **07/26/2026**
MM/DD/YYYY

John F. Higgins
Printed name

Porter Hedges LLP
Firm name

1000 Main Street, 36th Floor
Number Street

Houston
City

Texas
State

77002
ZIP Code

(713) 226-6000
Contact phone

jhiggins@porterhedges.com
Email address

09597500
Bar number

Texas
State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of Texas (State)	
Case number *(if known)*: ________	Chapter **11**

☐ Check if this is an amended filing

Rider 1

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

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Republic National Distributing Company, LLC.

- Republic National Distributing Company, LLC
- 8201 Associates, LLC
- K&L Beverage Company, LLC
- Republic National Distributing Company Michigan Holdings, LLC
- Republic National Distributing Company of North Dakota, Inc.
- Republic National Distributing Company, LLC[1]
- RNDC Alaska, LLC
- RNDC Arkansas, LLC
- RNDC Indiana Holdings, LLC
- RNDC New Hampshire, LLC
- RNDC Receivables, LLC
- RNDC Shared Services, LLC
- RNDC Texas, LLC
- WSJV Holdings, Inc.
- Young's Market Company of Arizona, LLC
- Young's Market Company of Oregon, LLC
- Young's Market Company of Washington, LLC
- Young's Market Company, LLC

[1] This entity has the same name as the lead debtor. For the avoidance of doubt, the lead debtor is incorporated in Delaware, and this entity is incorporated in Nebraska.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
REPUBLIC NATIONAL DISTRIBUTING COMPANY, LLC,	)	Case No. 26-__________(___)
Debtor.	)	

LIST OF EQUITY SECURITY HOLDERS[1]

Equity Holder	Address of Equity Holder	Percentage of Equity Held
NDC Partners, LLC	One National Drive SW Atlanta, GA 30336	66.67%
New BG Distribution Partners, LLC	6511 Tri County Parkway Schertz, TX 78154	33.33%

[1] This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: REPUBLIC NATIONAL DISTRIBUTING COMPANY, LLC, Debtor.	Chapter 11 Case No. 26-____________(___)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
NDC Partners, LLC	66.67%
New BG Distribution Partners, LLC	33.33%

Fill in this information to identify the case:

Debtor name: Republic National Distributing Company, LLC

United States Bankruptcy Court for the Southern District of Texas
(State)

Case number (*If known*): ________________

☐ 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[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 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	PROXIMO SPIRITS 3 2ND ST JERSEY CITY, NJ 07311	Attn: Juan Domingo Beckmann Title: Owner of Proximo Spirits and CEO of Becle Phone: 52 55 52587000 Email: jdbeckmann@cuervo.com.mx	Trade Debt / Litigation	C, U, D			$93,923,223
2	REYES HOLDINGS, L.L.C. 6250 NORTH RIVER ROAD ROSEMONT, ILLINOIS 60018	Attn: Pete Swan Title: Controller Phone: 847-227-6500 Email: pswan@reyesholdings.com Attn: Brian D. Nalley Title: General Counsel Phone: 847-227-6500 Email: bnalley@reyesholdings.com	Contract Claim	C, U, D			Undetermined
3	EMPOWER ANNUITY INSURANCE COMPANY OF AMERICA, AS PLAN ADMINISTRATOR OF CERTAIN DEFERRED COMPENSATION PLANS 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, C0 80111	Attn: Dana Persky Title: Sr Client Service Mgr - DB/NQ Phone: 913-664-1891 Email: dana.persky@empower.com Attn: Edward Homer Title: Managing Director Phone: 978-983-9482 Email: edward.homer@empower.com	Deferred Compensation	C			$62,400,000
4	WELLS FARGO BANK, NATIONAL ASSOCIATION, AS AGENT 1100 ABERNATHY ROAD, SUITE 1600, ATLANTA, GA 30328	Attn: John Williammee, Jr. Title: Portfolio Manager Phone: 866-918-6213 Email: john.williammee@wellsfargo.com	Bank Debt	C, U, D	$224,947,167		Undetermined
5	FIRST AMERICAN COMMERCIAL BANCORP, INC. 211 HIGH POINT DRIVE VICTOR, NY 14564	Attn: Michael Clune Title: SVP, Director of Capital Markets Phone: 585-643-3371 Email: michael.clune@faef.com	Equipment Lease				$47,216,781
6	DELICATO FAMILY WINES 600 SPRECKELS AVE MANTECA, CA 95336-6001	Attn: Chris Indelicato Title: President/CEO Phone: 209-601-5100 Email: chris.indelicato@delicato.com	Trade Debt				$14,433,431
7	PARK STREET IMPORTS LLC 7275 NW 1ST CT. UNIT 104 MIAMI, FL 33150	Attn: Anthony Narula Title: Counsel Phone: 786-321-3811 Email: anthony@caldera.law	Litigation	C, U, D			$13,216,683
8	MERIDIAN PARK SOUTH BUILDING D, LLC 1156 NORTH MOUNTAIN AVENUE UPLAND, CA 91786	Attn: Michael Bains Title: Controller Phone: 909-985-0971 Email: michael.bains@lewismc.com	Lease Rejection Damages	C			$10,216,091

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

	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
9	YOUNG'S HOLDINGS, INC. 14402 FRANKLIN AVENUE TUSTIN, CA 92780	Attn: Cassie Kelle Title: Vice President of Real Estate Phone: 619-489-5868 Email: cassiekelle@youngsholdings.com	Lease Rejection Damages	C			$7,012,674
10	MISA IMPORTS 1502 VICEROY DR DALLAS, TX 75235-2304	Attn: Cormac McCarthy Title: CEO Phone: 312-502-9240 Email: cormac@misaimports.com	Trade Debt				$6,412,371
11	EDRINGTON 150 5TH AVE 11TH FL NEW YORK, NY 10011-4347	Attn: Mike Kastin Title: VP Commercial Phone: 646-345-9349 Email: michael.kastin@edrington.com	Trade Debt				$5,638,056
12	JACKSON FAMILY CLASSICSATTN: ZACK WHITE425 AVIATION BLVDSANTA ROSA, CA 95403	Attn: Bridget DunhamTitle: Natl Accts Director, On PremPhone: 972-415-2188Email: bridget.dunham@jfwmail.com	Trade Debt				$4,797,104
13	ANHEUSER-BUSCH INC ONE BUSCH PL SAINT LOUIS, MO 63118	Attn: Chris Merola Title: Sr. Director, Wholesaler M&A Phone: 774-444-3751 Email: christopher.merola@anheuser-busch.com	Trade Debt				$4,735,781
14	USLP TRACY IV, LP 601 S. FIGUEROA ST, 49TH FLOOR, LOS ANGELES, CA 90017	Attn: Cathy Conner Title: Senior Real Estate Manager Phone: 408-438-7137 Email: cathy.conner@cbre.com	Lease Rejection Damages	C			$4,520,172
15	J. LOHR 1000 LENZEN AVE SAN JOSE, CA 95126	Attn: Jerry Lohr Title: Owner Phone: 408-288-5057 Email: jlohr@jlohr.com	Trade Debt				$4,109,516
16	INFORMATICA LLC PO BOX 49085 SAN JOSE, CA 95161-9085	Attn: Kimberly Knight Title: Subscription Account Manager Phone: 512-850-8569 Email: kiknight@informatica.com	Trade Debt				$4,108,668
17	PERNOD RICARD 100 MANHATTANVILLE ROAD PURCHASE, NY 10577	Attn: Conor McQuaid Title: CEO Phone: 972-764-7151 Email: conor.mcquaid@pernod-ricard.com	Trade Debt				$4,074,763
18	MARK CAWTHORN 1826 NE BROADWAY PORTLAND, OR 97323	Attn: Rick Klingbeil PC Title: Counsel Phone: 503-490-6763 Email: rick@klingbeil-law.com	Litigation	C, U, D			$3,766,427
19	CRIMSON WINE GROUP 2017 S UNIVERSITY DENVER, CO 80210	Attn: Jennifer Locke Title: CEO Phone: 206-484-0800 Email: jen.locke@crimsonwinegroup.com	Trade Debt				$3,594,840
20	LUXCO INC. 5050 KEMPER AVE SAINT LOUIS, MO 63139-1106	Attn: Ryan Earey Title: VP Sales Phone: 704-301-3984 Email: r.earey@luxco.com	Trade Debt				$3,585,280
21	ETHICA WINES 360 MILL RD EDISON, NJ 08817	Attn: Francesco Ganz Title: Chief Executive Officer Phone: 858-877-8933 Email: francesco.ganz@ethicawines.com	Trade Debt				$2,815,801

	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
22	LONE STAR WINE & SPIRITS 12600 HILL COUNTRY BLVD STE R-275 AUSTIN, TX 78738	Attn: Mike Morgan Title: President Phone: 952-210-2151 Email: mmorgan@prestigebevgroup.com	Trade Debt				$2,416,411
23	MPL BRANDS/PATCO BRANDS 71 LIBERTY SHIP WAY SAUSALITO, CA 94965	Attn: Michael Patane Title: Owner Phone: 415-515-3536 Email: mpatane@mplbrands.com	Trade Debt				$2,407,311
24	BOGLE VINEYARDS INC 700 HANNA DR STE B AMERICAN CANYON, CA 94503-9681	Attn: Warren Bogle Title: Owner/President Phone: 916-417-2345 Email: warren@boglewinery.com	Trade Debt				$2,368,082
25	KOBRAND-SPIRITS 1 MANHATTANVILLE RD PURCHASE, NY 10577-2128	Attn: Marcelo Aguero Title: CEO Phone: 707-849-8585 Email: maguero@kobrand.com	Trade Debt				$2,061,808
26	E J GALLO 600 YOSEMITE BLVD MODESTO, CA 95354	Attn: Ernest Gallo Title: President & CEO Phone: 209-341-6222 Email: ernest.gallo@ejgallo.com	Trade Debt				$1,884,826
27	VINEYARD BRANDS 875 HANNA DR ATTN WESTERN WINE SVCS AMERICAN CANYON, CA 94503-9606	Attn: Patrick Bennett Title: President and CEO Phone: 908-812-1772 Email: pbennett@vineyardbrands.com	Trade Debt				$1,841,243
28	FREDERICK WILDMAN & SONS 111 BROADWAY STE 1102 NEW YORK, NY 10006	Attn: Matt Munn Title: President, CEO Phone: 212-230-0901 Email: m.munn@frederickwildman.com	Trade Debt				$1,686,672
29	VJ HOLDINGS LLC / VJ 5100 FRANKLIN LLC 14402 FRANKLIN AVENUE TUSTIN, CA 92780	Attn: David Solomon Title: President, Real Estate & Alternative Investments Phone: 800-574-7538 Email: davidsolomon@youngsholdings.com	Lease Rejection Damages	C			$1,659,405
30	SCIND SAYBROOK POINT, LLC 11150 SANTA MONICA BOULEVARD, SUITE 700 LOS ANGELES, CA 90025	Attn: Eric Stanley Title: Managing Partner Phone: 310-929-8088 Email: info@staleypoint.com	Lease Rejection Damages	C			$1,638,783

Fill in this information to identify the case and this filing:		
Debtor Name	**Republic National Distributing Company, LLC**	
United States Bankruptcy Court for the:	**Southern District of Texas**	(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 **List of Equity Security Holders and Corporate Ownership Statement**

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

Executed on	**07/26/2026**	☒ ***/s/ John R. Castellano***
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor
		John R. Castellano
		Printed name
		Chief Restructuring Officer
		Position or relationship to debtor

OMNIBUS ACTION BY
UNANIMOUS WRITTEN CONSENT OF THE
BOARDS OF DIRECTORS, BOARDS OF MANAGERS,
SOLE MANAGER, SOLE MEMBER, OR SOLE SHAREHOLDER, AS
APPLICABLE, OF EACH OF THE ENTITIES LISTED ON SCHEDULE I HERETO

Dated as of July 26, 2026

The undersigned, being all of the members of the respective board of directors, board of managers, the sole manager, the sole member, sole shareholder, or other governing body (each, an "Authorizing Body," and collectively, the "Authorizing Bodies"), as applicable, of each company listed on **Schedule I** attached hereto (each, a "Company," and collectively, the "Companies"), hereby adopt and approve the following resolutions by written consent (this "Consent") in lieu of a meeting of their Authorized Bodies, pursuant to each Company's bylaws, limited liability company agreements, or similar governing document, as applicable (collectively, the "Governing Documents"), and the applicable laws of the jurisdiction in which each Company is organized or incorporated, as applicable. The Authorizing Bodies do hereby approve, consent to, and adopt the following recitals and resolutions with the same force and effect as if they had been adopted at a duly convened special meeting of each Authorizing Body.

WHEREAS, the Authorizing Body of each Company has reviewed and considered: (a) the filing of voluntary petitions for relief (collectively, the "Bankruptcy Petitions") for each Company under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.* (as amended, the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court") pursuant to the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which each Company is organized (the "Chapter 11 Filing"); (b) the debtor-in-possession financing facility contemplated in connection therewith; and (c) the retention of professionals by each Company;

WHEREAS, pursuant to that certain *Written Consent of the Managers of Republic National Distributing Company, LLC*, dated November 11, 2025 (the "November Consent") and that certain *Written Consent of the Managers of Republic National Distributing Company, LLC*, dated December 22, 2025 (the "December Consent"), the Authorizing Body of Republic National Distributing Company, LLC ("RNDC"), in an exercise of its business judgment, (a) appointed Charlie Piper, Scott Vogel, and John T. Young, Jr., respectively, as independent managers to the board of managers of RNDC and (b) established a special committee comprised of Mr. Piper, Mr. Vogel, and Mr. Young (the "RNDC Special Committee");

WHEREAS*,* pursuant to the *Written Consent of the Sole Member of RNDC Texas, LLC*, the *Written Consent of the Sole Member of 8201 Associates, LLC*, the *Written Consent of the Sole Member of Young's Market Company of Arizona, LLC*, and the *Written Consent of the Sole Member of Young's Market Company, LLC*, in each case, dated March 18, 2026 (collectively, the "March Consents," and each Company referenced therein, a "Subsidiary"), the Authorizing Body of each Subsidiary, in an exercise of its business judgment, (a) appointed Mr. Piper, Mr. Vogel, and Mr. Young as independent managers to the board of managers of each Subsidiary and (b) established the special committees comprised of Mr. Vogel, Mr. Piper, and Mr. Young (the "Subsidiary Special Committees");

WHEREAS, pursuant to the *Omnibus Written Consent of the Board of Directors, Board of Managers, Sole Manager, Sole Member, or Sole Shareholder, As Applicable, of Each of the Entities Listed on Schedule I Hereto* dated June 25, 2026 (the "June Consent," and together with the November Consent, the December Consent, and the March Consents, the "Special Committee Resolutions"), the Authorizing Body of each of the entities listed on Schedule V attached thereto, in an exercise of its business judgment, (a) appointed Mr. Vogel, Mr. Piper, and Mr. Young to serve as independent director or manager, as applicable, to the board of directors or the board of managers, as applicable, of each Company listed on Schedule V attached thereto and (b) established the special committees comprised of Mr. Vogel, Mr. Piper, and Mr. Young (the "June Subsidiary Special Committees," and together with the RNDC Special Committee and the Subsidiary Special Committees, the "Special Committees");

WHEREAS, pursuant to the June Consent, the Authorizing Bodies of each Company listed on Schedule VI attached thereto, in an exercise of its business judgment, (a) appointed Jill Frizzley to serve as independent director or manager, as applicable, to the board of directors or board of managers, as applicable, of each Company listed on Schedule VI attached thereto and (b) established an additional special committee of an independent director, consisting of Jill Frizzley (the "Additional Special Committee"), and delegated to the Additional Special Committee the exclusive authority to (i) review and investigate any matter related to the Covered Actions (as defined in the June Consent), and (ii) release or settle potential claims or causes of actions of each Company listed on Schedule VI attached thereto or its subsidiaries, if any, against the Related Parties (as defined in the June Consent) solely with respect to the Covered Actions;

WHEREAS, pursuant to the Special Committee Resolutions, each Company delegated to its respective Special Committee (a) the authority to investigate and determine, in the Special Committee's business judgment, whether any matter constitutes a Conflicts Matter (as defined in the Special Committee Resolutions) and (b) the exclusive authority to review, discuss, consider, negotiate, approve, authorize and act upon any Conflicts Matters;

WHEREAS, the Special Committees have had the opportunity to consult with the financial and legal advisors of the Companies and review the chapter 11 preparation materials provided by the financial and legal advisors and, to the extent of any Conflicts Matter (as defined in the Special Committee Resolutions), the Special Committees recommend the adoption of this Consent and that the Companies take the actions set forth herein; and

WHEREAS, each Authorizing Body has reviewed and considered the materials presented by the management of each Company and each Company's financial and legal advisors, and has had adequate opportunity to consult with such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Companies.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that, pursuant to the Governing Documents, each Authorizing Body has determined, in its business judgment, that the following resolutions are advisable and in the best interest of the Companies and hereby adopt the following resolutions:

1. **CHAPTER 11 FILING**

RESOLVED, that in the business judgment of each Authorizing Body, it is desirable and maximizes the value of each Company for the benefit of all stakeholders, for each Company to file or cause to be filed the Bankruptcy Petitions under the Bankruptcy Code in the Bankruptcy Court, and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States;

FURTHER RESOLVED, that in accordance with the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which each Company is organized, hereby consents to, authorizes, and approves the filing of the Bankruptcy Petitions; and

FURTHER RESOLVED, that the duly appointed and proper officers of each Company or any other person authorized by such officers (each, an "Authorized Officer," and collectively, the "Authorized Officers"), with the power of delegation, is hereby authorized and directed for and on behalf of each Company to take all actions (including, without limitation, to negotiate and execute any documents, certificates, supplemental agreements, and instruments) to act as signatory and attorney on behalf of each Company and/or any persons to whom such Authorized Officers delegate certain responsibilities, be, and hereby are, authorized, empowered, and directed to execute and file on behalf of each Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary or proper to maintain the ordinary course operations of each Company's business.

2. **DEBTOR-IN-POSSESSION FINANCING, CASH COLLATERAL, AND ADEQUATE PROTECTION OBLIGATIONS**

WHEREAS, each of the Companies are party to that certain Third Amended and Restated Credit Agreement dated as of November 1, 2022 (as amended, restated, supplemented or otherwise modified from time to time, the "Bank Facility Credit Agreement"), by and among RNDC and certain of its subsidiaries, as borrowers, the guarantors from time to time party thereto, the lenders from time to time party thereto, and Wells Fargo Bank, National Association as administrative agent;

WHEREAS, each of the Companies are parties to that certain Subordinated Credit Agreement dated as of December 19, 2024 (as amended, restated, supplemented or otherwise modified from time to time, the "Second Lien Agreement"), by and among RNDC and certain of its subsidiaries, as borrowers, the guarantors from time to time party thereto, and National Distributing Company, Inc., as subordinated creditor;

WHEREAS, certain of the Companies are party to various equipment loan agreements (collectively, the "Equipment Loan Agreements," and, together with the Bank Facility Credit Agreement and the Second Lien Credit Agreement, the "Prepetition Credit Agreements"), as borrower or lessee, as applicable, in relation to the equipment subject thereto, with certain banks and financing counterparties;

WHEREAS, reference is made to that certain senior secured asset-based debtor-in-possession credit agreement (together with all exhibits, schedules, and annexes thereto, as amended, restated, amended and restated, supplemented or otherwise modified in writing from time to time, the "DIP Credit Agreement") dated as of, or about, the date hereof, that sets forth the terms and conditions of the debtor-in-possession financing to be provided to the Companies by the lenders listed therein; and

WHEREAS, each Authorizing Body has considered presentations by the Companies' management and advisors of the Companies regarding the liabilities and liquidity situation of the Companies and their affiliates and subsidiaries, the strategic alternatives available to them, and the effect of the foregoing on the Companies' business and has determined, in the business judgment of each Authorizing Body and based on the recommendation from the Companies' management and advisors, that the following resolutions maximize value of the Companies for the benefit of all stakeholders.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that in the business judgment of each Authorizing Body, it is desirable and maximizes the value of each Company for the benefit of all of their stakeholders, to obtain the benefits from (a) the incurrence of debtor-in-possession financing obligations by delivering, entering into, and performing under the DIP Credit Agreement (the "DIP Financing") and (b) the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for the secured parties under the Prepetition Credit Agreements (such holders, collectively, the "Prepetition Secured Parties");

FURTHER RESOLVED, that for each Company to use and benefit from (a) the DIP Financing and (b) the Cash Collateral, and in accordance with sections 105, 361, 362, 363, 364(c), 364(d), 364(e), 503, and 507 of the Bankruptcy Code, each Company will provide certain liens, claims, and adequate protection to the Prepetition Secured Parties (collectively, the "Adequate Protection Obligations"), as documented in proposed interim and final orders (collectively, the "DIP Orders") to be submitted to the Bankruptcy Court for approval;

FURTHER RESOLVED, that the form, terms, and provisions of the DIP Orders to which each Company is or will be subject, and the actions and transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and each of the Authorized Officers of each Company be, and hereby is, authorized and empowered, in the name of and on behalf of each Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the DIP Orders, the DIP Credit Agreement, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which each Company is or will be a party, including, but not limited to, any security and pledge agreement or guaranty agreement (collectively with the DIP Orders, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Companies, with such changes, additions, and modifications thereto as the officers of each Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof;

FURTHER RESOLVED, that each Company, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized, empowered, and directed to incur the Adequate Protection Obligations and certain obligations related to the DIP Financing and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents, including entering into fee letters with the applicable DIP Agent and paying the fees and expenses of the DIP Lenders (collectively, the "DIP Transactions"), and including granting liens on its assets to secure claims that constitute Adequate Protection Obligations;

FURTHER RESOLVED, that each of the Authorized Officers of each Company be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company, as debtors and debtors in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the DIP Transactions, including delivery of: (a) the DIP Documents; (b) such other instruments, certificates, notices, assignments, agent fee letters, and documents as may be reasonably requested by the agents; and (c) such forms of deposit, account control agreements, officer's certificates, compliance certificates, and any other documents as may be required by the DIP Documents;

FURTHER RESOLVED, that each of the Authorized Officers of each Company be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to file or to authorize the agents to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name each Company that the agents deem necessary or appropriate to perfect any lien or security interest granted under the DIP Orders, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the agents may reasonably request to perfect the security interests of the agents under the DIP Orders or any of the other DIP Documents; and

FURTHER RESOLVED, that each of the Authorized Officers of each Company be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, each Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the DIP Transactions and all fees and expenses incurred by or on behalf of each Company in connection with the foregoing resolutions, in accordance with the terms of the DIP Documents, to arrange for, negotiate, and enter into supplemental agreements, amendments, instruments, certificates, consents, or documents relating to the transactions contemplated by any of the DIP Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates, consents, or documents in the name and on behalf of each Company, which shall in their sole judgment be necessary, desirable, proper, or advisable to perform any of each Company's obligations under or in connection with the DIP Orders or any of the other DIP Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

3. **RETENTION OF PROFESSIONALS**

RESOLVED, that each of the Authorized Officers be, and hereby are, authorized, empowered, and directed to employ on behalf of each Company: (a) Kirkland & Ellis LLP and Kirkland & Ellis International LLP as bankruptcy counsel; (b) Porter Hedges LLP as co-bankruptcy counsel; (c) Lazard Frères & Co. LLC as investment banker; (d) AlixPartners, LLP as financial advisor; (e) Omni Agent Solutions, LLC as claims and noticing agent; (f) PwC US Tax LLP as tax advisor; and (g) any other legal counsel, accountants, financial advisors, restructuring advisors, or other professionals the Authorized Officer deem necessary, appropriate, or advisable; each to represent and assist each Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firms filing any motions, objections, replies, applications, pleadings, or responses); and

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, to pay appropriate retainers and fees, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary.

4. **GENERAL**

WHEREAS, pursuant to the Governing Documents of each Company or the applicable laws of each jurisdiction in which each Company is organized or incorporated, as applicable, the Authorizing Body of each Company may act by unanimous written consent in lieu of a meeting of the Authorizing Body;

NOW, THEREFORE, BE IT RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates), be, and each of them hereby is, authorized, empowered, and directed to take, from time to time in the name of and on behalf of each Company, such actions and execute and deliver all agreements approved in this Consent and other such agreements, certificates, instruments, notices, and documents, including amendments thereto, as may be required from time to time or as the Authorized Officers may deem necessary, advisable, or proper in order to carry out and perform each Company's obligations under the foregoing resolutions or any other agreements, certificates, instruments, notices, or documents, executed pursuant to or in connection with the consents contemplated thereby; all such agreements, certificates, instruments, notices, and documents to be executed and delivered in such form as any Authorized Officer executing the same shall approve, the execution and delivery thereof by such Authorized Officer to be conclusive evidence of the approval and ratification thereof by such Authorized Officer;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby are, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and to perform such further actions and execute such further documentation that the Authorized Officers in their absolute discretion deem necessary, proper, appropriate, or desirable in connection with chapter 11 cases of each Company and in accordance with the foregoing resolutions;

FURTHER RESOLVED, that each of the Authorized Officers (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of each Company to take or cause to be taken any such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, retainers, and fees, including but not limited to filing fees, in each case as in such Authorized Officer's absolute discretion, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

FURTHER RESOLVED, that each Authorizing Body has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the Governing Documents, as applicable, of each Company, or hereby waives any right to have received such notice;

FURTHER RESOLVED, that all acts, actions, and transactions, agreements, or certificates previously signed or otherwise entered into on behalf of the Companies by any Authorized Officer or by any employees or agents of the Companies in connection with or in furtherance of the foregoing resolutions be, and they hereby are, in all respects adopted, approved, ratified, and confirmed as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of each Company;

FURTHER RESOLVED, that any Authorized Officer (and their designees and delegates) be, and each of them hereby is, authorized to do all such other acts, deeds and other things as each Company itself may lawfully do, in accordance with the Governing Documents, as applicable, of each Company and the applicable laws of the jurisdiction in which each Company is organized, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution, and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds, and other documents whatsoever as the individual acting may in his/her absolute and unfettered discretion approve, deem or determine necessary, appropriate or advisable, such approval, deeming, or determination to be conclusively evidenced by said individual taking such action or the execution thereof;

FURTHER RESOLVED, that the actions taken by this consent shall have the same force and effect as if taken at a meeting of the Authorizing Bodies duly called and constituted pursuant to the Governing Documents and the applicable laws of each jurisdiction in which each Company is organized or incorporated, as applicable; and

FURTHER RESOLVED, that this consent may be executed in any number of counterparts and by electronically transmitted signature, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

*****

IN WITNESS WHEREOF, the undersigned, the undersigned have executed this written consent as of the date first written above.

Sole Managing Member Of:
K&L Beverage Company, LLC
RNDC Shared Services, LLC
Young's Market Company of Oregon, LLC
Young's Market Company of Washington, LLC

By: **Young's Market Company, LLC**,
a Delaware limited liability company

Signed by:
By:____
90BA3877FE654C3...
Name: Dennis M. Bashuk
Title: Executive Vice President & Treasurer

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

Managers Of:
Republic National Distributing Company, LLC (Delaware)

DocuSigned by:
By:______________________________
5B8347DBEE43457...
Name: Marc Sachs

By:______________________________
Name: H. Jerome Rosenberg

DocuSigned by:
By:______________________________
EA461B0BBD93407...
Name: Richard Davis

Signed by:
By:______________________________
566DE667E4B6417...
Name: Chris Carlos

DocuSigned by:
By:______________________________
CB41C4762E93488...
Name: John Carlos

Signed by:
By:______________________________
84E62BADDFA5411...
Name: Stephanie Block

Signed by:
By:______________________________
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:______________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:______________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:______________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

Managers Of:
Republic National Distributing Company, LLC (Delaware)

By:______________________________
Name: Marc Sachs

By: Jerry Rosenberg
Name: H. Jerome Rosenberg

By:______________________________
Name: Richard Davis

By:______________________________
Name: Chris Carlos

By:______________________________
Name: John Carlos

By:______________________________
Name: Stephanie Block

By:______________________________
Name: Scott Vogel

By:______________________________
Name: Charlie Piper

By:______________________________
Name: John T. Young, Jr.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

Managers Of:
Republic National Distributing Company Michigan Holdings, LLC
Republic National Distributing Company, LLC (Nebraska)
RNDC Indiana Holdings, LLC
RNDC New Hampshire, LLC

By: **Republic National Distributing Company, LLC**,
a Delaware limited liability company

Signed by:
By:______________________________
90BA3877FE654C3...
Name: Dennis M. Bashuk
Title: Executive Vice President & Treasurer

Signed by:
By: Scott D. Vogel
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:______________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:______________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:______________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

[Signature Page to Omnibus Written Consent – Board Filing Resolutions]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

Managers Of:
Young's Market Company of Arizona, LLC
Young's Market Company, LLC

By: **Republic National Distributing Company, LLC**,
a Delaware limited liability company

Signed by:
By:______________________________
90BA3877FE654C3...
Name: Dennis M. Bashuk
Title: Executive Vice President & Treasurer

Signed by:
Scott D. Vogel
By:______________________________
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:______________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:______________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:______________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

[Signature Page to Omnibus Written Consent – Board Filing Resolutions]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Managers Of:</u>
8201 Associates, LLC

DocuSigned by:
By: ______________________________
DC38AC5ED313431...
Name: Jay Davis

DocuSigned by:
John Carlos
By: ______________________________
CB41C4762E93488...
Name: John Carlos

Signed by:
Scott D. Vogel
By: ______________________________
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By: ______________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By: ______________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By: ______________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Directors Of:</u>
Republic National Distributing Company of North Dakota, Inc.

Signed by:
By:____
84E62BADDFA5411...
Name: Stephanie Block

DocuSigned by:
Marc Sachs
By:____
5B8347DBEE43457...
Name: Marc Sachs

Signed by:
Scott D. Vogel
By:____
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:____
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:____
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:____
F1ED83C87A6C43D...
Name: Jill Frizzley

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Managers Of:</u>
RNDC Arkansas, LLC

Signed by:
By:____________________________________
90BA3877FE654C3...
Name: Dennis M. Bashuk

DocuSigned by:
H. Alan Rosenberg
By:____________________________________
F02D328286904CB...
Name: H. Alan Rosenberg

Signed by:
Scott D. Vogel
By:____________________________________
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:____________________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:____________________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:____________________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Directors Of:</u>
RNDC Receivables, LLC

Signed by:
By:____________________________________
90BA3877FE654C3...
Name: Dennis M. Bashuk

DocuSigned by:
By:____________________________________
5B8347DBEE43457...
Name: Marc Sachs

Signed by:
By:____________________________________
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:____________________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:____________________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:____________________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Sole Member of:</u>
RNDC Receivables, LLC

By: **Republic National Distributing Company, LLC**,
a Delaware limited liability company

Signed by:
By:____
90BA3877FE654C3...
Name: Dennis M. Bashuk
Title: Executive Vice President & Treasurer

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

Managers Of:
RNDC Texas, LLC

DocuSigned by:
By: Marc Sachs
5B8347DBEE43457...
Name: Marc Sachs

By:_______________________________
Name: H. Jerome Rosenberg

Signed by:
By: Chris Carlos
566DE667F4B6417...
Name: Chris Carlos

DocuSigned by:
By: John Carlos
CB41C4762E93488...
Name: John Carlos

Signed by:
By:
84E62BADDFA5411...
Name: Stephanie Block

Signed by:
By: Scott D. Vogel
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:
F1ED83C87A6C43D...
Name: Jill Frizzley

[Signature Page to Omnibus Written Consent – Board Filing Resolutions]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Managers Of:</u>
Republic National Distributing Company, LLC (Delaware)

By:________________________________
Name: Marc Sachs

By: Jerry Rosenberg
Name: H. Jerome Rosenberg

By:________________________________
Name: Richard Davis

By:________________________________
Name: Chris Carlos

By:________________________________
Name: John Carlos

By:________________________________
Name: Stephanie Block

By:________________________________
Name: Scott Vogel

By:________________________________
Name: Charlie Piper

By:________________________________
Name: John T. Young, Jr.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

<u>Directors Of:</u>
WSJV Holdings, Inc.

DocuSigned by:
By:______________________________
A89875761DE340C...
Name: Josh Zeller

DocuSigned by:
By: Tammy Curtis
212D78CB04C2411...
Name: Tammy Curtis

Signed by:
By:______________________________
90BA3877FE654C3...
Name: Dennis M. Bashuk

Signed by:
By: Scott D. Vogel
8EA6340F0479426...
Name: Scott Vogel

Signed by:
By:______________________________
0C3403C205C5471...
Name: Charlie Piper

Signed by:
By:______________________________
CC38691CCD6D478...
Name: John T. Young, Jr.

Signed by:
By:______________________________
F1ED83C87A6C43D...
Name: Jill Frizzley

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first written above.

Managers Of:
RNDC Alaska, LLC

DocuSigned by:
By: Tammy Curtis
212D78CB04C2411...
Name: Tammy Curtis

DocuSigned by:
By: Marc Sachs
5B8347DBEE43457...
Name: Marc Sachs

DocuSigned by:
By: Bryan Boeck
9FC3DFF0B1DA41D...
Name: Bryan Boeck

Schedule I

Entity	Jurisdiction of Formation
Republic National Distributing Company, LLC	Delaware
8201 Associates, LLC	Maryland
K&L Beverage Company, LLC	Delaware
Republic National Distributing Company of North Dakota, Inc.	North Dakota
Republic National Distributing Company, LLC	Nebraska
Republic National Distributing Company Michigan Holdings, LLC	Michigan
RNDC Arkansas, LLC	Arkansas
RNDC Alaska, LLC	Alaska
RNDC Indiana Holdings, LLC	Indiana
RNDC New Hampshire, LLC	New Hampshire
RNDC Receivables, LLC	Delaware
RNDC Shared Services, LLC	Delaware
RNDC Texas, LLC	Texas
WSJV Holdings, Inc.	Delaware
Young's Market Company of Arizona, LLC	Arizona
Young's Market Company of Oregon, LLC	Oregon
Young's Market Company of Washington, LLC	Oregon
Young's Market Company, LLC	Delaware