

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

In re:  QLESS, INC., <sup>1</sup> Debtor.	Chapter 11 (Subchapter V)  Case No.: 24-11395 (BLS)  Ref. Docket Nos. 122, 130, 147
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**WITNESS AND EXHIBIT LIST OF ALEX BÄCKER AND  
 CERTAIN PREFERRED SHAREHOLDERS**

Alex Bäcker (“Bäcker”) and Cerocar Investment Trust, Ricardo Bäcker, Tom Mitchell and Xianzhong Chen (together, the “Preferred Shareholders,” and with Bäcker, the “Creditors”), hereby file this Witness and Exhibit List for the final hearing on *Amended Plan* [D.I. 122] (the “Plan”), which may be heard at the hearing commencing on September 13, 2024 at 9:30 a. m. (Eastern Time).

**Witnesses**

1. Any witness or declarant called or listed by any other party in interest; and
2. Rebuttal and/or impeachment witnesses, as necessary.

**Exhibits**

Ex. No.	Description
1.	<i>Official Form 204, List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders</i> [D.I. 1, pp. 10-11].
2.	<i>Financial Statements, Balance Sheet as of June 19, 2024</i> [D.I. 1, pp. 13-14].
3.	<i>Amended Schedules of Assets and Liabilities for QLess, Inc. (Case No. 24-11395)</i> [D.I. 91].
4.	<i>Amended Statement of Financial Affairs for QLess, Inc. (Case No. 24-11395)</i> [D.I. 92].

<sup>1</sup> The Debtor’s principal place of business and service address is 21 Miller Alley, Suite 210, Pasadena CA 91105.



5.	<i>Monthly Operating Report for Small Business Under Chapter 11, for the Period Ending June 30, 2024</i> [D.I. 73], and any exhibits thereto.
6.	<i>Monthly Operating Report for Small Business Under Chapter 11, for the Period Ending July 31, 2024</i> [D.I. 117], and any exhibits thereto.
7.	<i>Claims Registry</i> , downloaded from <a href="https://veritaglobal.net/qless/register">https://veritaglobal.net/qless/register</a> on August 26, 2024.
8.	<i>Initial Budget</i> included as Exhibit A to <i>Final Order (I) Authorizing and Approving Debtor to (A) Obtain Debtor in Possession Financing on a Junior Secured Basis and (B) Use of Cash Collateral of Pre-Petition Secured Lender and (II) Granting Related Relief</i> [D.I. 59, PDF pp. 20].
9.	<i>Liquidation Analysis</i> included as Exhibit A to <i>Plan</i> [D.I. 70, PDF pp. 30-35].
10.	<i>Liquidation Analysis</i> included as Exhibit A to <i>Amended Plan</i> [D.I. 122, PDF pp. 33-38].
11.	<i>Summary Chart Calculating Liquidated and Non-Contingent Liabilities</i> included as Exhibit A to the <i>Supplemental Memorandum in Support of the Objection of Alex Bäcker and Certain Preferred Shareholders to Debtor's Subchapter V Eligibility and Plan</i> (the " <u>Supplemental Memorandum</u> ") [D.I. 147 PDF pp. 22-23]
12.	<i>SBA Paycheck Program Correspondence</i> included as Exhibit B to the Supplemental Memorandum [D.I. 147 PDF p. 25].
13.	<i>Amended Articles of Incorporation</i> included as Exhibit C to the Supplemental Memorandum [D.I. 147 PDF pp. 27-51]
14.	<i>Settlement and Release Agreement between Morris Nichols and Debtor</i> included as Exhibit D to the Supplemental Memorandum [D.I. 147, PDF pp. 53-55]
15.	<i>Brex Payments Screen Shots</i>
16.	<i>Brex June 8, 2024 Statement</i>
	Any exhibit necessary for impeachment or rebuttal purposes.
	Any exhibit identified or offered by any other party.

### **Reservation of Rights**

Creditors reserve the right to use and/or present demonstratives for any purpose. Creditors also reserve the right to use exhibits, demonstratives, and testimony not listed here for impeachment purposes at the hearing.

Creditors reserve the right to supplement or otherwise amend this Witness and Exhibit List prior to the hearing.

Dated: September 11, 2024  
Wilmington, Delaware

/s/ Matthew G. Summers  
Matthew G. Summers (DE No. 5533)  
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*Counsel for Alex Bäcker, Cerocar Investment Trust,  
Ricardo Bäcker, Tom Mitchell and Xianzhong Chen*

**CERTIFICATE OF SERVICE**

I, Matthew G. Summers, hereby certify that, on this 11<sup>th</sup> day of September 2024, I caused a true and correct copy of the foregoing *Witness and Exhibit List of Alex Bäcker and Certain Preferred Shareholders* to be served via CM/ECF on all parties who have registered for electronic service in these cases.

Dated: September 11, 2024  
Wilmington, Delaware

/s/ Matthew G. Summers

Matthew G. Summers (No. 5533)  
BALLARD SPAHR LLP