ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

IN THE MATTER OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985, C. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PIER 1 IMPORTS, INC., PIER 1 ASSETS, INC., PIER 1 LICENSING, INC., PIER 1 HOLDINGS, INC., PIER 1 SERVICES COMPANY, PIER 1 IMPORTS (U.S.), INC., PIR TRADING, INC. AND PIER 1 VALUE SERVICES, LLC

APPLICATION OF PIER 1 IMPORTS, INC. UNDER SECTION 46 OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*, R.S.C. 1985, c. C-36, AS AMENDED

APPLICANT

AFFIDAVIT OF GRAEME ROTRAND

(Solemnly affirmed February 24, 2020)

- I, Graeme Rotrand, of the City of Toronto, in the Province of Ontario, SOLEMNLY AFFIRM AND SAY:
- I am an associate at Osler, Hoskin & Harcourt LLP ("Osler"), Canadian counsel to Pier 1 Imports, Inc. (the "Foreign Representative"), in its capacity as a foreign representative of itself as well as Pier 1 Services Company, Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Imports (U.S.) Inc., PIR Trading, Inc. and Pier 1 Value Services, LLC (collectively, the "Chapter 11 Debtors"). As such I have personal knowledge of the matters deposed to in this affidavit, except where indicated otherwise.

- 2. On February 18, 2020, the Foreign Representative commenced this application under Part IV of the *Companies' Creditors Arrangement Act*, RSC 1985, c C-36 (the "CCAA"), seeking, among other things, an order recognizing the Chapter 11 Debtors' proceedings under Chapter 11 of the U.S. Bankruptcy Code (the "Chapter 11 Cases") as foreign main proceedings. In support of the application to recognize the Chapter 11 Cases as foreign main proceedings, I am advised by Waleed Malik of Osler and believe that counsel for the Foreign Representative undertook to file (a) certified copies of the instruments that commenced the Chapter 11 Cases; and (b) a certified copy of the instrument authorizing the Foreign Representative to act in that capacity.
- 3. Certified copies of the voluntary petitions for relief filed by the Chapter 11 Debtors (the "Petitions") pursuant to Chapter 11 of the U.S. Bankruptcy Code with the United States Bankruptcy Court for the Eastern District of Virginia (the "U.S. Court") are therefore attached as follows:
 - (a) Voluntary Petition of the Applicant as Exhibit "A";
 - (b) Voluntary Petition of Pier 1 Services Company as Exhibit "B";
 - (c) Voluntary Petition of Pier 1 Assets, Inc. as Exhibit "C";
 - (d) Voluntary Petition of Pier 1 Licensing, Inc. as Exhibit "D";
 - (e) Voluntary Petition of Pier 1 Holdings, Inc. as Exhibit "E";
 - (f) Voluntary Petition of Pier 1 Imports (U.S.) Inc. as Exhibit "F";
 - (g) Voluntary Petition of PIR Trading, Inc. as Exhibit "G"; and
 - (h) Voluntary Petition of Pier 1 Value Services, LLC as Exhibit "H".

- 4. A certified copy of the order of the U.S. Court, dated February 17, 2020, authorizing the Applicant to act as foreign representative on behalf of all the Chapter 11 Debtors (the "Foreign Representative Order") is also attached as Exhibit "I".
- 5. I make this affidavit in order to update the Court file and for no other improper purpose.

SOLEMNLY AFFIRMED BEFORE ME at the City of Toronto, in the Province of Ontario on February 24, 2020.

Commissioner for Taking Affidavits

WALEEN MALIL LSO # 678460

TAB A

This is Exhibit "A" referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

Intulail Mulit

A Commissioner for Taking Affidavits

Fill in this information to identify the ca	se:	
United States Bankruptcy Court for the:		
Eastern District	of Virginia	Charle if this is
Case number (if known):	Chapter 11	☐ Check if this is amended fil

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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	Pier 1 Imports, Inc.	
2.	All other names debtor used in the last 8 years	N/A	
	in the last o years		
	Include any assumed names,		
	trade names, and doing business as names		
3.	Debtor's federal Employer Identification Number (EIN)	75-1729843	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		100 Pier 1 Place Number Street	Ni wahari Charat
		Number Street	Number Street
			P.O. Box
		Fort Worth, Texas 76102	
		City State Zip Code	City State Zip Code
			Location of principal assets, if different from principal place of business
		Tarrant County County	Number Street
		33,	Names Subst
			City State Zip Code
			
5.	Debtor's website (URL)	www.pier1.com	
6.	Type of debtor	□ Corporation (including Limited Liability Company (□ Corporation (□ Corporatio	LLC) and Limited Liability Partnership (LLP))
		☐ Partnership (excluding LLP)	
		☐ Other. Specify:	

A True Copy Teste:

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De	btor Pier 1 Imports, Inc.				Case nur	nber (if known)			
	Name								
7.	Describe debtor's business	A. C	heck One:						
•••		□н	☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))						
		□ s	☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))						
		□R	ailroad (as d	lefined in 11 U.S.C.	§ 101(44))			
		□ s	tockbroker (a	as defined in 11 U.S	.C. § 101	(53A))			
		С	ommodity B	roker (as defined in	11 U.S.C.	§ 101(6))			
		□С	learing Bank	k (as defined in 11 U	.S.C. § 78	31(3))			
		⊠N	■ None of the above						
		В. С	B. Check all that apply;						
		□ T:	☐ Tax-exempt entity (as described in 26 U.S.C. § 501)						
			vestment co 80a-3)	ompany, including he	edge fund	or pooled investme	ent vehicle (as de	efined in 15 U.S.C.	
		□ In	vestment ad	lvisor (as defined in	15 U.S.C.	§ 80b-2(a)(11))			
								describes debtor. See	
				scourts.gov/four-digi nishing Stores)	t-national-	-association-naics-	coaes .	·····	
8.	Under which chapter of the Bankruptcy Code is the	Chec	k One:						
	debtor filing?	□ C	hapter 7						
		□ C	hapter 9						
		⊠C	hapter 11. (Check all that apply:					
				 Debtor's aggreg- insiders or affilia 4/01/22 and eve 	tes) are le	ess than \$2,725,62		debts owed to at to adjustment on	
				☐ The debtor is a s				• , ,	
				of operations, ca	sh-flow st	•	ral income tax re	ince sheet, statement turn, or if all of these 116(1)(B).	
			I	☐ A plan is being fi	led with th	nis petition.			
			ĺ	☐ Acceptances of the creditors, in acceptances.		ere solicited prepe vith 11 U.S.C. § 11		more classes of	
			I					K and 10Q) with the	
				Exchange Act of	1934. Fi		to Voluntary Petit	5(d) of the Securities ion for Non-Individuals vith this form.	
			I	☐ The debtor is a s 12b-2.	hell comp	any as defined in t	he Securities Ex	change Act of 1934 Rule	
		ПС	hapter 12						
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	⊠ No □ Yes.	District		When	MUDDAGG	Case number		
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number		
10.	Are any bankruptcy cases	□ No							
	pending or being filed by a business partner or an	Yes.	Debtor	See Rider 1			Relationship	Affiliate	
	affiliate of the debtor?		District	Eastern District o	f Virginia		When	00/47/0000	
	List all cases. If more than 1, attach a separate list.		Case numb	her if known			A ATICLI	02/17/2020 MM / DD / YYYY	

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Debtor	Pier 1 Imports, Inc.				Case number (if know)	n)				
	Name									
	is the case filed in this	Ch	eck all that apply:							
distr	ict?		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.							
		\boxtimes	A bankruptcy case co	oncerning	g debtor's affiliate, general pa	ertner, or p	partnership is pen	ding in this district.		
 										
poss	the debtor own or have ession of any real erty or personal property		No Yes. Answer below for	r each pi	roperty that needs immediate	attention	. Attach additiona	al sheets if needed.		
that	needs immediate		Why does the p	oroperty	need immediate attention?	(Check a	all that apply.)			
auen	uonr		☐ It poses or safety.	is allege	d to pose a threat of imminen	t and ider	ntifiable hazard to	public health or		
			What is the	hazard?	?					
			☐ It needs to	be physi	cally secured or protected fro	m the we	ather.			
				le, livesto	le goods or assets that could ock, seasonal goods, meat, d					
			☐ Other	•						
			Where is the p	roperty?						
					Number Stre	eet				
					City		State	Zip Code		
			Is the property	insured	?					
			□ No							
				ance age						
				ict name						
			Phone	=	Ulas and a second a second and a second and a second and a second and a second and					

	Statistical and	d adm	inistrative information	า						
	or's estimation of	Chec	ck one:					•		
availa	able funds				oution to unsecured creditors. es are paid, no funds will be a	vailable fo	or distribution to u	nsecured creditors.		
14. Estim	nated number of		1-49		1,000-5,000		25,001-50,000			
0.04.			50-99 100-199		5,001-10,000 10,001-25,000	⊠	50,001-100,000 More than 100,0			
			200-999							
15 Fetim	nated assets		\$0-\$50,000		\$1,000,001-\$10 million		\$500,000,001-\$	1 hillion		
			\$50,001-\$100,000		\$10,000,001-\$50 million		\$1,000,000,001	-\$10 billion		
			\$100,001-\$500,000 \$500,001-\$1 million		\$50,000,001-\$100 million \$100,000,001-\$500 million		\$10,000,000,00 More than \$50 b			
			•							

The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Filed 02/17/20 Entered 02/17/20 10:52:15 Case 20-30805-KRH Doc 1 Document Page 4 of 29 Debtor Pier 1 Imports, Inc. Case number (if known) Name 16. Estimated liabilities \$1,000,001-\$10 million \$500,000,001-\$1 billion \$0-\$50,000 □ \$1,000,000,001-\$10 billion \$50,001-\$100,000 \$10,000,001-\$50 million \$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. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this 17. Declaration and signature of authorized representative of petition. debtor 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 02/17/2020 MM/ DD / YYYY X isi Robert J. Riesbeck Robert J. Riesbeck Printed name Signature of authorized representative of debtor Title Chief Executive Officer × 18. Signature of attorney Date Isl Michael A. Condyles 02/17/2020 Signature of attorney for debtor MM/DD/YYYY Michael A. Condyles Printed name Kutak Rock LLP Firm name

Official Form 201

901 East Byrd Street, Suite 1000

Street

Virginia

State

Virginia

State

23219-4071 ZIP Code

michael.condyles@kutakrock.com

Email address

Number

City

27807

Richmond

(804) 343-5227

Contact phone

Bar number

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Official Form 201A (12/15)

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

)
In re:) Chapter 11
PIER 1 IMPORTS, INC.,) Case No. 20()
Debtor.)))
Attachment to Voluntary Petition for Non-Ind	ividuals Filing for Bankruptcy under Chapter 11
If any of the debtor's securities are registered under sometimes are registered under some securities. 1. If any of the debtor's securities are registered under securities. 1. 1. 1. 1. 1. 1. 1. 1	Section 12 of the Securities Exchange Act of 1934, the SEC file
The following financial data is the latest available info November 30, 2019 / January 2, 2020	rmation and refers to the debtor's condition on
(a) Total assets	\$ 426,585,000
(b) Total debts (including debts listed in 2.c., below)	\$ 258,254,000
(c) Debt securities held by more than 500 holders	0
(c) Best securities held by more than one holders	Approximate number of holders:
	\$
	\$
	\$
secured unsecured subordinated secured unsecured subordinated	\$
secured unsecured subordinated	\$
(d) Number of shares of preferred stock	0
(e) Number of shares of common stock	4,223,045
Comments, if any: Number of outstanding shares o	f common stock is provided as of February 9, 2020.
Brief description of debtor's business: The debtor	directly imports merchandise from many countries, and sells
a wide variety of decorative accessories, furniture, ca	ndies, houseware, gifts and seasonal products in retail stores
throughout the United States and Canada and online at pie segment and, as of November 30, 2019, operated 942 store	r1.com. The debtor conducts business as one operating s across the United States and Canada.
	y owns, controls, or holds, with power to vote, 5% or more of the
Onaries Schwab investment Management, Dimensional Fu	III FIGURE SEE

Fill in this information	to identify the case:		
United States Bankruptc	y Court for the:		
	Eastern District of Virginia	а	
	(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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

·	_ \
In re:) Chapter 11
PIER 1 IMPORTS, INC.,) Case No. 20()
Debtor.)

LIST OF EQUITY SECURITY HOLDERS1

Debtor	Equity Holders	Address of Equity Holder	Type of Equity Security ²	Percentage Held
Pier 1 Imports, Inc.	Charles Schwab Investment Management	211 Main Street San Francisco, CA 94105	Common Stock	11.1%
Pier 1 Imports, Inc.	Dimensional Fund Advisors LP	Building One 6300 Bee Cave Road Austin, Texas, 78746	Common Stock	7.79%

This list reflects holders of five percent or more of Pier 1 Imports, Inc.'s common stock. This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. By the Debtors' Emergency Motion for Entry of an Order (I) Authorizing the Debtors to File a Consolidated List of the 30 Largest Unsecured Creditors, (II) Waiving the Requirement to File a List of Equity Security Holders, and (III) Authorizing the Debtors to Redact Certain Personal Identification Information filed contemporaneously herewith, the Debtor is requesting a waiver of the requirement under Bankruptcy Rule 1007 to file a list of all of its equity security holders.

² Outstanding warrants are not reflected in ownership.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) 	Chapter 11
PIER 1 IMPORTS, INC.)	Case No. 20()
Debtor.) }	

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:

Charles Schwab Investment Management	Common Stock	11.1%
Shareholder	Type of Equity Security	Approximate Percentage of Shares Held

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Fill in this information to identify the case:			
Debtor name Pier 1 Imports, Inc., et al.			
United States Bankruptcy Court for the:Eastern District of Virginia		0	Check if this is an
Case number (If known):	(State)		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 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 50 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,	Indicate If claim is contingent, unliquidated, or disputed	Amount of 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.		
			professional services, and government contracts)		Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	X			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	x			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	х			\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 342005 INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	X			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: (86) 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	X			\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	X			\$1,220,018.40

¹ 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				Indicate if 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.		
		Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	claim is			
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
7	UPS 28013 NETWORK PŁACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	x			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	х			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	x			\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	X			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	x		7	\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO , NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	x		The state of the s	\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	х			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	х			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	х			\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	x			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	х	2000		\$617,529.62

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43					Amount of claim		
	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	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 ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	х			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	x			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED NH 24, LODHIPUR RAIPUT MORADABAD, UP 244001 INDIA accounts@martco.in		Trade	х			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	×			\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	x			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	X			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BLVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6699 cs@yangming.com danshih@my.yangming.com	Trade	х			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; Iubicich.marko@us.zim.com	Trade	X			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	Х			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	Х			\$492,081.43

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	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,	Indicate if claim is contingent,	Amount of c If the claim is fully unsecunsecured claim amount. secured, fill in total claideduction for value of collinguals.		cured, fill in only If claim is partially im amount and lateral or setoff to	
			professional services, and government contracts)	unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim	
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA	Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com	Trade	x			\$491,485.00	

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Fill in this information to identify the case and this filing:						
Debtor Name Pier 1 Imports, Inc.						
United States Bankruptcy Court for the:	Eastern District of Virginia					
Case number (If known):	(State)					

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 and correct:	ed below and I have a reasonable belief that the information is true				
	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)					
Ø	Other document that requires a declaration List of Equity Security Holders and Corporate Ownershi Statement					
deci	lare under penalty of perjury that the foregoing is true and	correct.				
Exec	cuted on 02/17/2020	🗵 /s/ Robert J. Riesbeck				
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor Robert J. Riesbeck				
		Printed name				
		Chief Executive Officer				
		Position or relationship to debtor				

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "Authorized Signatory"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents

which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert L. Bass

Hamish A. Dodds

Brendan L. Hoffman

Katherine M.A. Kline

Peel, Michael A.

Michael A. Peel

Robert J. Riesbeck

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america

Ann M. Sardini

Pamela B. Corrie

Ponda Corve

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Donna N. Colaco

Being all of the directors of Pier 1 Imports (U.S.), Inc.

J. Riesbeck

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

By:

Robert J. Riesbeck, the Chief
Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of PIR Trading, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J.)Riesbeck

Doma N. Colaco

Being all of the directors of: PIR Trading, Inc.

TAB B

This is Exhibit "B" referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

A Commissioner for Taking Affidavits

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Fill in this information to identify the case:			
United States Bankruptcy Court for the:			
Eastern District of Virginia (State)			☐ Check if this is an
Case number (if known):	Chapter	11	amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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	Pier 1 Services Company	
2.	All other names debtor used in the last 8 years	N/A	
	Include any assumed names, trade names, and doing business as names		
3.	Debtor's federal Employer Identification Number (EIN)	<u>75-2668767</u>	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		100 Pier 1 Place Number Street	Number Street
			P.O. Box
		Fort Worth, Texas 76102	
		City State Zip Code	City State Zip Code
			Location of principal assets, if different from principal place of business
		Tarrant County	, a
		County	Number Street
		×	
			City State Zip Code
5.	Debtor's website (URL)	www.pier1.com	
6.	Type of debtor	☐ Corporation (including Limited Liability Company (L	LC) and Limited Liability Partnership (LLP))
		☐ Partnership (excluding LLP)	
		☑ Other. Specify: Delaware Statutory Trust	

A True Copy Teste:

Voluntary Petition for Non-Individuals Fili/Vildia Mr. Coy Redden, Clerk

By:

Deputy Clerk

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De	btor Pier 1 Services Comp	any			Case num	iber (if known)			
	Rame			···					
7.	Describe debtor's business	A. C	heck One:						
1.	Describe deplot's business	□н	ealth Care	Business (as defined	in 11 U.S	.C. § 101(27A))			
		□s	☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))						
		□R	ailroad (as	defined in 11 U.S.C.	§ 101(44))				
		□ s	tockbroker	(as defined in 11 U.S	.C. § 101(53A))			
		□ C	ommodity E	Broker (as defined in	11 U.S.C.	§ 101(6))			
		□с	learing Ban	nk (as defined in 11 U	.S.C. § 78	1(3))			
		⊠ N							
	•	В. С	B. Check all that apply:						
		□Т	☐ 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) 						
			vestment a	dvisor (as defined in	15 U.S.C.	§ 80b-2(a)(11))			
		Ţ	nttp://www.u	th American Industry uscourts.gov/four-digi rnishing Stores)				describes debtor. See	
8. Under which chapter of the			k One:						
٠.	Bankruptcy Code is the debtor filing?		hapter 7						
	debtor timigr		□ Chapter 9						
			•	Check all that apply:					
		☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).							
				of operations, ca	business sh-flow st	debtor, attach the	most recent bala ral income tax re	nnce sheet, statement turn, or if all of these	
				☐ A plan is being fi					
				☐ Acceptances of the creditors, in acceptances		ere solicited prepe ith 11 U.S.C. § 11		r more classes of	
				Exchange Act of	xchange (Commission accor	ding to § 13 or 15 to Voluntary Petit	5(d) of the Securities tion for Non-Individuals	
				☐ The debtor is a s 12b-2.	hell comp	any as defined in	the Securities Ex	change Act of 1934 Rule	
			hapter 12				****		
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	⊠ No □ Yes.	District		When	MM/DD/YYYY	Case number		
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number		
10	. Are any bankruptcy cases pending or being filed by a business partner or an	□ No ⊠ Yes.	Debtor	See Rider 1			Relationship	Affiliate	
	affillate of the debtor?		District	Eastern District o	f Virginia		When	00147/0000	
	List all cases. If more than 1, attach a separate list.		Case nur	nher if known			AAFICII	02/17/2020 MM / DD / YYYY	

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Debtor Pier 1 Services Cor	npany		_	Case number (if known)			
Name							
11. Why is the case filed in this	Ch	eck all that apply:					
district?						assets in this district for 180 days such 180 days than in any other	
	×	A bankruptcy case co	ncerning d	ebtor's affiliate, general partn	er, or p	ertnership is pending in this district.	
				A			
12. Does the debtor own or have possession of any real		No Yes. Answer below for	each prop	erty that needs immediate at	tention.	Attach additional sheets if needed.	
property or personal property that needs immediate		Why does the property need immediate attention? (Check all that apply.)					
attention?		It poses or is safety.	s alleged to	pose a threat of imminent a	nd iden	tifiable hazard to public health or	
		What is the	hazard?				
		☐ It needs to b	e physical	ly secured or protected from	the wea	ather.	
			e, livestock			eteriorate or lose value without attention uce, or securities-related assets or	
		☐ Other					
		Where is the pro	operty?				
				Number Street	<u> </u>		
				City		State Zip Code	
		Is the property i ☐ No	nsured?				
			nce agenc	J.			
			ot name			Ministration and the second se	
		Phone					
Statistical and	d adm	inistrative information	·····	V			
13. Debtor's estimation of	Che	ck one:					
available funds				on to unsecured creditors.			
		After any administrative of	expenses a	are paid, no funds will be ava	ilable fo	or distribution to unsecured creditors.	
14. Estimated number of creditors ¹		1-49 50-99		,000-5,000 5,001-10,000		25,001-50,000 50,001-100,000	
5.54.15.15		100-199		0,001-25,000		More than 100,000	
		200-999					
15. Estimated assets		\$0-\$50,000		31,000,001-\$10 million	.	\$500,000,001-\$1 billion	
10. Estimated assets		\$50,001-\$100,000	□ \$	10,000,001-\$50 million		\$1,000,000,001-\$10 billion	
		\$100,001-\$500,000 \$500,001-\$1 million		550,000,001-\$100 million 5100,000,001-\$500 million		\$10,000,000,001-\$50 billion More than \$50 billion	

¹ The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

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Debtor Pier 1 Services Com	Document npany	Page 4 of 28 Case number (if known)	
16. Estimated liabilities	S0-\$50,000	\$10,000,001-\$50 million \$50,000,001-\$100 million	 \$500,000,001-\$1 billion ☐ \$1,000,000,001-\$10 billion ☐ \$10,000,000,001-\$50 billion ☐ More than \$50 billion ☐ ■ ■ ■ ■ ■ ■ ■ ■ ■ ■ ■ ■ ■ ■ ■
Request for Relie	ef, Declaration, and Signatures		
	serious crime. Making a false stateme ment for up to 20 years, or both. 18 U.		
17. Declaration and signature of authorized representative of	The debtor requests relief in accord petition.	lance with the chapter of title 11, U	nited States Code, specified in this
debtor	I have been authorized to file this p	etition on behalf of the debtor.	
	I have examined the information in correct.	this petition and have a reasonable	belief that the information is true and
l de	eclare under penalty of perjury that the	foregoing is true and correct.	
	Executed on <u>02/17/2020</u> MM/ DD / YYY	Υ	
	X (at Bahard & Biantant)	n	bleet I Dischark
	Isl Robert J. Riesbeck Signature of authorized repres		bbert J. Riesbeck d name
	Title Chief Executive Officer	of Pier 1 imports (U.S.), Inc., its Mana	ging Trustee
18. Signature of attorney	x Isl Michael A. Condyles	Date	02/17/2020
	Signature of attorney for debto	or .	MM/DD/YYYY
	Michael A. Condyles Printed name	***************************************	
	Kutak Rock LLP		
	Firm name		
	901 East Byrd Street, Suite 1		
	Number Stree	et	
	Richmond City		Virginia 23219-4071 State ZIP Code
	•		
	(804) 343-5227 Contact phone		michael.condyles@kutakrock.com Email address
	27807	Virginia	mer Experts designed expende
	Bar number	State	

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Fill in this information to iden	tify the case:		
United States Bankruptcy Court	for the:		1
Easter	n District of Virginia		
	(State)		☐ Check if this is a
Case number (if known):	Ch	apter 11	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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

	1
In re:) Chapter 11
PIER 1 SERVICES COMPANY,) Case No. 20()
Debtor.)
)

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
Pier 1 Services Company	Pier 1 Holdings, Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:	_)	Chapter 11
PIER 1 SERVICES COMPANY,)	Case No. 20()
Debtor.)	
)	

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
Pier 1 Imports Inc.	100%
Pier 1 Assets, Inc.	100%
Pier 1 Licensing, Inc.	100%
Pier 1 Holdings, Inc.	100%
Charles Schwab Investment Management	11.1%

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Fill in this information to identify the case:		
Debtor name Pier 1 Imports, Inc., et al.		
United States Bankruptcy Court for the: Eastern District of Virginia		Check if this is an
Case number (If known):	(State)	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 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 50 largest unsecured claims.

			Nature of	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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.		
	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	claim (for example, trade debts, bank loans, professional services, and government contracts)				
					Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	X			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	x			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	Х			\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 342005 INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	x			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: (86) 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	x			\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	x			\$1,220,018.40

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

						Amount of	claim
	Name of creditor and complete mailing address, including zip code address of creditor contact		Nature of claim (for example, trade debts, bank loans,	Indicate if claim is contingent, unliquidated,	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.		
			professional services, and government contracts)	uniiquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	x			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	x			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	×			\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	x			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	x			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO, NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	x		The state of the s	\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	х			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	x			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	х			\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	X			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	x			\$617,529.62

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						Amount of	:laim
	Name of creditor and complete mailing address, including zip code	and december 2008 to the contract as for the contract of the c		Indicate if claim is contingent,	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.		
			professional services, and government contracts)	unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	×			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	x			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED NH 24, LODHIPUR RAIPUT MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 91-591-2223020 accounts@martco.in	Trade	X			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	×			\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	X			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	×			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BLVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6699 cs@yangming.com danshih@my.yangming.com	Trade	x			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; lubicich.marko@us.zim.com	Trade	x			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	×			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	х			\$492,081.43

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	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	re Teste a reactife de la time da la completa en la Completa (C. S. 📗 Permitia de Codi Administra Galleria).	claim (for example, indicate if claim is claim is contingent bank loans		Amount of 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.			
				unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim		
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA	Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com	Trade	X			\$491,485.00		

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Fill in this information to identify the case and this filing:					
Debtor Name Pier 1 Services Company					
United States Bankruptcy Court for the:	Eastern District of Virginia				
Case number (If known):	(State)				
Odd Hamber (II Milowit).					

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.

,	partition in p, or another intervious conving as a representa-					
	I have examined the information in the documents checked and correct:	ed below and I have a reasonable belief that the information is true				
	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 C	laims (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					
Ø	Chapter 11 or Chapter 9 Cases: List of Creditors (Official Form 204)	Who Have the 30 Largest Unsecured Claims and Are Not Insiders				
Ø	Other document that requires a declaration	List of Equity Security Holders and Corporate Ownership				
l decl	are under penalty of perjury that the foregoing is true and	correct.				
Exec	outed on 02/17/2020	🗷 /s/ Robert J. Riesbeck				
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor				
		Robert J. Riesbeck				
		Printed name				
		Chief Executive Officer of Pier 1 Imports (U.S.), Inc., its Managing Trustee				
		Position or relationship to debtor				

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "Authorized Signatory"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents

which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Tuy S. Fondon Chep & Baddh Cheryl. A. Bachelder Roll Bass Robert L. Bass Hamish A. Dodds Brendan L. Hoffman Katherine M.A. Kline Peel, Michael A. Michael A. Peel

Robert J. Riesbeck

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andrepain

Ann M. Sardini

Porch Corre

Pamela B. Corrie

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

obert J. Riesbeck

Donna N. Colaco

Being all of the directors of Pier 1 Imports (U.S.), Inc.

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "<u>Board</u>") of PIR Trading, Inc., a Delaware corporation (the "<u>Company</u>"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on <u>Exhibit A</u>, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J.)Riesbeck

Donna N. Colaco

Being all of the directors of: PIR Trading, Inc.

TAB C

This is Exhibit "C" referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

Walced Malile

A Commissioner for Taking Affidavits

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Fill in this information to	identify the case:	
United States Bankruptcy	Court for the:	
	Eastern District of Virginia	
	(State)	a
Case number (if known):		Chapter11

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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	Pier 1 Assets, Inc.	
_	All other names debter used	N/A	
۷.	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)	<u>75-2552025</u>	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		100 Pier 1 Place	
		Number Street	Number Street
			P.O. Box
		Fort Worth, Texas 76102	, 10, 20,
		City State Zip Code	City State Zip Code
			Location of principal assets, if different from principal place of business
		Tarrant County	
		County	Number Street
			City State Zip Code
5.	Debtor's website (URL)	www.pier1.com	
6.	Type of debtor	□ Corporation (including Limited Liability Company)	(LLC) and Limited Liability Partnership (LLP))
		☐ Partnership (excluding LLP)	
		☐ Other. Specify:	
		a stron openiy.	The state of the s

A True Copy Teste:

Voluntary Petition for Non-Individuals Filing for Bankrup William C. Redden, Clerkge 1

Deputy Clerk

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De	ebtor Pier 1 Assets, Inc.				Case nur	nber (if known)		·
	Name		······································	······································	·			
		A. C	heck One:					***
7.	Describe debtor's business		☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))					
		□s	ingle Asset	: Real Estate (as det	ined in 11 l	J.S.C. § 101(51B)))	
		□R	ailroad (as	defined in 11 U.S.C	. § 101(44))		
		□s	Stockbroker (as defined in 11 U.S.C. § 101(53A))					
		□ c	ommodity E	Broker (as defined ir	11 U.S.C.	§ 101(6))		
		□с	learing Bar	nk (as defined in 11	U.S.C. § 78	31(3))		
		⊠N	one of the	above				
		B. C	3. Check all that apply:					
		□Т	☐ Tax-exempt entity (as described in 26 U.S.C. § 501)					
			vestment c 80a-3)	company, including h	nedge fund	or pooled investme	ent vehicle (as d	efined in 15 U.S.C.
		□ In	vestment a	dvisor (as defined in	n 15 U.S.C.	§ 80b-2(a)(11))		
								describes debtor. See
				uscourts.gov/four-dic rnishing Stores)	qit-national-	association-naics-	codes .	
8. Under which chapter of the Check One: Bankruptcy Code is the								
	debtor filing?	С	hapter 7					
		□ C	hapter 9					
		⊠ C	hapter 11.	Check all that apply	v:			
			 Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 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					
				☐ A plan is being		ollow the procedure	s III 1 1 U.Ş.Ç. Ş	1110(1)(6).
				☐ Acceptances of		,	tition from one o	r more classes of
						ith 11 U.S.C. § 11:		THOIC GLOCOC OF
			☐ 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 12b-2.	shell comp	any as defined in t	he Securities Ex	change Act of 1934 Rule
		_ c	hapter 12					
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	⊠ No □ Yes.	District	**************************************	When	MM/DD/YYYY	Case number	
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number	
10.	Are any bankruptcy cases pending or being filed by a business partner or an	□ No ☑ Yes.	Debtor	See Rider 1			Relationship	Affiliate
	affiliate of the debtor?		District Eastern Dis		strict of Virginia			
	List all cases. If more than 1, attach a separate list.		Cace num	ober if known		This are a supplied to the sup	When	02/17/2020 MM / DD / YYYY

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Debtor Pier 1 Assets, Inc.	nc. Case number (if known)					
Name						
11. Why is the case filed in this	Check all th	at apply:				
district?		iately preceding the d		incipal assets in this district for 180 day part of such 180 days than in any othe		
	⊠ A bank	ruptcy case concernir	ig debtor's affiliate, general partn	er, or partnership is pending in this dis	trict.	
12. Does the debtor own or have possession of any real property or personal property				tention. Attach additional sheets if nee	ded.	
that needs immediate attention?	W		y need immediate attention? (C			
	It poses or is alleged to pose a threat of imminent and identifiable hazard to public h safety.					
		What is the hazard	?			
		It needs to be phys	ically secured or protected from	the weather.		
				uickly deteriorate or lose value without a y, produce, or securities-related assets		
		Other				

	w	here is the property:	?			
		. , .	Number Street			

			City	State Zip Code		
	is	the property insured	1?			
		No				
		Yes. Insurance age	ency			
		Contact name				
		Phone	4			
Statistical and	d administrativ	e Information				
13. Debtor's estimation of	Check one:					
available funds		be available for distrit	oution to unsecured creditors.			
				lable for distribution to unsecured credi	itors.	
14. Estimated number of	☐ 1-49		1,000-5,000	□ 25,001-50,000		
creditors1	□ 50-99 □ 400-400		5,001-10,000	⊠ 50,001-100,000		
	☐ 100-199 ☐ 200-999		10,001-25,000	☐ More than 100,000		
15. Estimated assets	□ \$0-\$50,	000 🗆	\$1,000,001-\$10 million		*************************************	
	\$50,001	I-\$100,000 🗆	\$10,000,001-\$50 million	□ \$1,000,000,001-\$10 billion		
		01-\$500,000 🖂	\$50,000,001-\$100 million \$100,000,001-\$500 million	☐ \$10,000,000,001-\$50 billion☐ More than \$50 billion		
	4000,00		\$ 130,000,001 POOC HIRIOTT	_ More than 400 billion		

The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

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Pier 1 Assets, Inc. Case number (if known)

Debtor Pier 1 Assets, Inc.		Case number (if kr	nown)
Name			
		4 - 107 -	<u> </u>
16. Estimated liabilities	□ ¢0 ¢€0 000	□ €1 000 001 €10 million	₩ \$500,000,001 \$1 billion
To. Estimated habilities	□ \$0-\$50,000 □ \$50,001-\$100,000	□ \$1,000,001-\$10 million □ \$10,000,001-\$50 million	⊠ \$500,000,001-\$1 billion □ \$1,000,000,001-\$10 billion
	S100,001-\$500,000	S50,000,001-\$30 million	
	□ \$500,001-\$1 million	□ \$100,000,001-\$500 mill	
Wester 60 No. 19 and South State			
Request for Reli	lief, Declaration, and Signature	es	
		statement in connection with a b n. 18 U.S.C. §§ 152, 1341, 1519	pankruptcy case can result in fines up to , and 3571.
17. Declaration and signature of authorized representative of	The debtor requests relief in petition.	n accordance with the chapter of	f title 11, United States Code, specified in this
debtor	I have been authorized to fi	ile this petition on behalf of the d	ebtor.
	I have examined the inform correct.	ation in this petition and have a	reasonable belief that the information is true and
I d	declare under penalty of perjury	that the foregoing is true and cor	rrect.
	Executed on 02/17/20	020 D / YYYY	
	WINT D	D/11//	
	X		
	isi Robert J. Riesbe		Robert J. Riesbeck
	Signature of authorize	d representative of debtor	Printed name
	Title Chief Execution	ve Officer	
	Thie Cities Executi	Ae Otticei	
18. Signature of attorney	× (-146-6-14 0)	L	Date 02/47/2020
o.g	// // // // // // // // // // // // //		Date02/17/2020 MM/DD/YYYY
	Signature of attorney i	or deproi	IMINADD/1111
	Michael A. Condulas		
	Michael A. Condyles Printed name		
	Kutak Rock LLP	· · · ·	
	Firm name		
	901 East Byrd Street		
	Number	Street	
	Richmond		Virginia 23219-4071
	City		State ZIP Code
	(804) 343-5227		michael.condyles@kutakrock.com
	Contact phone		Email address
	27807	,	/irginia
	Bar number	State	
		Citic	•

Fill in this information t	to identify the case:		
United States Bankruptcy	y Court for the:		
	Eastern District of Virginia	a	
	(State)		
Case number (if known):		Chapter	

☐ 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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) Chapter 11
PIER 1 ASSETS, INC.,) Case No. 20()
Debtor.))

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
Pier 1 Assets, Inc.	Pier 1 Imports Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) Chapter 11
PIER 1 ASSETS, INC.,) Case No. 20()
Debtor.))

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
Pier 1 Imports Inc.	100%
Charles Schwab Investment Management	11.1%

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Fill in this information to identify the case:		
Debtor name Pier 1 Imports, Inc., et al.		
United States Bankruptcy Court for the: Eastern District of Virginia		Check if this is an
Case number (If known):	(State)	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 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 50 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,	e, Indicate if claim is s, contingent,			
			professional services, and government contracts)	unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	X			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	x			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	Х			\$1,603,979.00
4	BHATI & COMPANY CONTACT: Chief Financial Officer		Trade	×			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: (86) 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	x			\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	x			\$1,220,018.40

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

4.5						Amount of	laim
	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,	Indicate if claim is contingent,	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.		
			professional services, and government contracts)	unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	x			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	х			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	x			\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	X			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	X			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO , NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	x			\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	х			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	х			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	х	· · · · · · · · · · · · · · · · · · ·	777777777777777777777777777777777777777	\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	х			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	х	**************************************		\$617,529.62

	Name of creditor and complete mailing address, including zip code			Indicate if claim is contingent, unliquidated,	Amount of 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.		
			professional services, and government contracts)	or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	х			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	x			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED NH 24, LODHIPUR RAJPUT MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 91-591-2223020 accounts@martco.in	Trade	х			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	х			\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	х		And the second s	\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	х			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BŁVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6699 cs@yangming.com danshih@my.yangming.com	Trade	х			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; lubicich.marko@us.zim.com	Trade	х			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	х			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	X			\$492,081.43

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	Name of creditor and complete mailing address, including zip code	ale estas financia estas como Maliferio estas estas financias estas financias de actualmente de persona en Ali		Indicate if claim is contingent,	Amount of 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.		
			professional services, and government contracts)	unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA	Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com	Trade	x			\$491,485.00

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Fill in this information to identify the case and this filing:								
Debtor Name Pier 1 Assets, Inc.								
United States Bankruptcy Court for the:	Eastern District of Virginia							
Case number (If known):	(State)							
Caco nambor (n miorin).								

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 be and correct:	elow and I have a reasonable belief that the information is true				
	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 Claim	ns (Official Form 206E/F)				
	Schedule G: Executory Contracts and Unexpired Lea	ases (Official Form 206G)				
	Schedule H: Codebtors (Official Form 206H)					
	Summary of Assets and Liabilities for Non-Individuals	s (Official Form 206Sum)				
	Amended Schedule					
\boxtimes	Chapter 11 or Chapter 9 Cases: List of Creditors Wh (Official Form 204)	o Have the 30 Largest Unsecured Claims and Are Not Insiders				
×	Other document that requires a declaration	List of Equity Security Holders and Corporate Ownership				
dec	eclare under penalty of perjury that the foregoing is true and corr	rect.				
Exe	vecuted on 02/17/2020	🗴 /s/ Robert J. Riesbeck				
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor				
		Robert J. Riesbeck				
		Printed name				
		Chief Executive Officer				
		Position or relationship to debtor				

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "<u>Authorized Signatory</u>"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents

which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Tony E. London Charl & Baddh Cheryl. A. Bachelder Robert Bass Robert L. Bass Hamish A. Dodds Bu An Brendan L. Hoffman Katherine M.A. Kline Peel, Michael A. Michael A. Peel

Robert J. Riesbeck

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amugadi:

Ann M. Sardini

Pamela B. Corrie

Porch Corre

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Donna N. Colaco

Robert J. Riesbeck

Being all of the directors of Pier I Imports (U.S.), Inc.

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "<u>Company</u>"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on <u>Exhibit A</u>, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of PIR Trading, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J.)Riesbeck

Doma N. Colaco

Being all of the directors of: PIR Trading, Inc.

TAB D

This is Exhibit "D" referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

A Commissioner for Taking Affidavits

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1-15 The state of			1
Fill in this information to identify the case:			
United States Bankruptcy Court for the:			
Eastern District of Virgini	а		
(State)			☐ Check if this is an
Case number (if known):	Chapter	11	amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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

1.	Debtor's Name	Pier 1 Licensing, Inc	•					
2.	All other names debtor used in the last 8 years	N/A						
	Include any assumed names, trade names, and <i>doing</i> business as names							
3.	Debtor's federal Employer Identification Number (EIN)	75-2552034						
4.	Debtor's address	Principal place of busines	ss		Mailing add of business	ress, if differe	nt from pr	ncipal place
		100 Pier 1 Place Number Street			Number	Street		
		Fort Worth, Texas 76102			P.O. Box			
		City	State	Zip Code	City		State	Zip Code
					Location of principal pl	principal asse ace of busines	ets, if diffe	rent from
		Tarrant County County			Number	Street		
					City		State	Zip Code
5.	Debtor's website (URL)	www.pier1.com			0.12/2/ -			
6.	Type of debtor	☑ Corporation (including I	Limited Lial	oility Company	(LLC) and Limited	l Liability Partne	ership (LLP	"))
		☐ Partnership (excluding	LLP)					
		☐ Other. Specify:		\$ - \$ -		<u> </u>		

A True Copy Teste:

Voluntary Petition for Non-Individuals Filing for Williams C. Redden, Clerk

By: Condamn Clerk

Deputy Clerk

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Debtor Pier 1 Licensing, Ir	C.	Case number (if known)		***************************************
7. Describe debtor's business	A. Check One:			
	☐ Health Care B	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 o	defined in 11 U.S.C. § 101(44))		
	☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))		
	□ Commodity B	Broker (as defined in 11 U.S.C. § 101(6))		
	Clearing Ban	k (as defined in 11 U.S.C. § 781(3))		
	None of the a	above		
	B. Check all that	t apply:		
	☐ Tax-exempt €	entity (as described in 26 U.S.C. § 501)		
	☐ Investment co § 80a-3)	ompany, including hedge fund or pooled investm	ent vehicle (as de	efined in 15 U.S.C.
	☐ Investment a	dvisor (as defined in 15 U.S.C. § 80b-2(a)(11))		
		h American Industry Classification System) 4-dig scourts.gov/four-digit-national-association-naics rnishing Stores)		describes debtor. See
8. Under which chapter of the	Check One:		······	
Bankruptcy Code is the	☐ Chapter 7			
debtor filing?	☐ Chapter 9			
	•	Check all that apply:		
	,,.	☐ Debtor's aggregate noncontingent liquidated insiders or affiliates) are less than \$2,725,62 4/01/22 and every 3 years after that).		
		☐ The debtor is a small business debtor as det debtor is a small business debtor, attach the of operations, cash-flow statement, and fede documents do not exist, follow the procedure	e most recent bala eral income tax re	ince sheet, statement turn, or if all of these
		☐ A plan is being filed with this petition.		
		☐ Acceptances of the plan were solicited prepared creditors, in accordance with 11 U.S.C. § 11		more classes of
		☐ The debtor is required to file periodic reports Securities and Exchange Commission according Exchange Act of 1934. File the Attachment Filing for Bankruptcy under Chapter 11 (Offi	rding to § 13 or 15 to Voluntary Petit	5(d) of the Securities tion for Non-Individuals
		☐ The debtor is a shell company as defined in 12b-2.	the Securities Exc	change Act of 1934 Rule
	☐ Chapter 12			
Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	No □ Yes. District	WhenMM/DD/YYYY	Case number	
If more than 2 cases, attach a separate list.	District	When MM/DD/YYYY	Case number	v
10. Are any bankruptcy cases pending or being filed by a	□ No ⊠ Yes. Debtor	See Rider 1	- Relationship	Affiliate
business partner or an affiliate of the debtor?	District	Eastern District of Virginia		
List all cases. If more than 1, attach a separate list.		nber, if known	When	02/17/2020 MM / DD / YYYY

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Debtor		÷.		_	Case number (if known)				
	Name								
11. Wi	ny is the case filed in <i>this</i>	Check all that apply:							
dis	strict?	☐ Debtor immedi district.	immediately preceding the date of this petition or for a longer part of such 180 days than in any other						
		⊠ A bankı	ruptcy case conc	erning de	btor's affiliate, general partner	r, or pa	artnership is pending in this district.		
ро	es the debtor own or have essession of any real operty or personal property	⊠ No □ Yes. An	swer below for ea	ach prope	erty that needs immediate atte	ntion.	Attach additional sheets if needed.		
tha	at needs immediate	W	hy does the pro	perty ne	ed immediate attention? (Ch	eck a	ll that apply.)		
att	ention?		It poses or is a safety.	alleged to	pose a threat of imminent and	d iden	tifiable hazard to public health or		
	What is the hazard?								
			It needs to be	physicall	y secured or protected from th	e wea	ather.		
	It includes perishable goods or assets that could quickly deteriorate or lose value without atter (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or								
			other options) Other						
		•							
		w	here is the prop	ertv?					
				•	Number Street				
					City		State Zip Code		
		Is	the property ins	sured?					
			l No						
			Yes. Insuranc	e agency					
			Contact	name					
			Phone						
3.5555W	04-41-411		t						
	Statistical and	d administrativ	ve information						
	ebtor's estimation of ailable funds	Check one:							
av	anable futius				on to unsecured creditors.	shlo fo	or distribution to unsecured creditors.		
		— After any	aoministrative ex	penses a	re paid, no lunds will be availa	ible io	distribution to dissecuted creditors.		
	timated number of editors ¹	□ 1-49 □ 50-99			,000-5,000 ,001-10,000		25,001-50,000 50,001-100,000		
		□ 100-19			0,001-25,000		More than 100,000		
		□ 200-99	9						
15. Es	timated assets	□ \$0-\$50			1,000,001-\$10 million	×	\$500,000,001-\$1 billion		
			1-\$100,000 01-\$500,000		10,000,001-\$50 million 50,000,001-\$100 million		\$1,000,000,001-\$10 billion \$10,000,000,001-\$50 billion		
			01-\$1 million		100,000,001-\$500 million		More than \$50 billion		

The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Entered 02/17/20 11:08:58 Desc Main Case 20-30809-KRH Doc 1 Filed 02/17/20 Page 4 of 28 Document Case number (if known) Debtor Pier 1 Licensing, Inc. Name 16. Estimated liabilities \$0-\$50,000 \$1,000,001-\$10 million □ \$1,000,000,001-\$10 billion \$10,000,001-\$50 million \$50,001-\$100,000 \$100,001-\$500,000 \$50,000,001-\$100 million \$10,000,000,001-\$50 billion \Box \$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. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this 17. Declaration and signature of authorized representative of petition, debtor 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 02/17/2020 MM/ DD / YYYY × Isl Robert J. Riesbeck Robert J. Riesbeck Signature of authorized representative of debtor Printed name Title Chief Executive Officer × Date 18. Signature of attorney 02/17/2020 Isl Michael A. Condyles MM/DD/YYYY Signature of attorney for debtor Michael A. Condyles Printed name Kutak Rock LLP Firm name 901 East Byrd Street, Suite 1000 Street Number 23219-4071 Richmond Virginia ZIP Code State City (804) 343-5227 michael.condyles@kutakrock.com Email address Contact phone Virginia 27807

Bar number

State

Fill in this information to identif	y the case:	
United States Bankruptcy Court for	or the:	
Eastern	District of Virginia	
	(State)	☐ Check if this
Case number (if known):	Chapter 11	amended

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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

	\ \
In re:) Chapter 11
PIER 1 LICENSING, INC.,) Case No. 20()
Debtor.)
)

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
Pier 1 Licensing, Inc.	Pier 1 Assets, Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) Chapter 11
PIER 1 LICENSING, INC.,) Case No. 20()
Debtor.)

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
Pier 1 Imports Inc.	100%
Pier 1 Assets, Inc.	100%
Charles Schwab Investment Management	11.1%

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	Fill in this information to identify the case	o:	1	
-	Debtor name Pier 1 Imports, Inc., et al.			
***************************************	United States Bankruptcy Court for the:	Eastern District of Virginia	٥	Check if this is an
***************************************	Case number (If known):	(State)		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 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 50 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,	Indicate if claim is contingent, unliquidated,	Amount of 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.		
			professional services, and government contracts)	or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	X			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	х			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	x			\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 342005 INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	х			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: (86) 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	X			\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	X			\$1,220,018.40

¹ 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	an daar kebagai daar daar ka kalan ahan 1975 - 1977 da bahaa Merakeberake berketa berketa berketa kebagai keba		Indicate if claim is contingent, unliquidated,	Amount of 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.		
			professional services, and government contracts)	or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	×			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	X			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	x			\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	X			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	x			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO, NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	x			\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	x			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	x			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	×			\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	х			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	х			\$617,529.62

10						Amount of	:lalm
	Name of creditor and complete mailing Name, telephone number and email address, including zip code address of creditor contact		Nature of claim (for example, trade debts, bank loans,	Indicate if claim is contingent, unliquidated,	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.		
			professional services, and government contracts)	or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	×			\$601,559,41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	x			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED NH 24, LODHIPUR RAIPUT MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 91-591-2223020 accounts@martco.in	Trade	х			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	×			\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	х			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	x			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BLVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6699 cs@yangming.com danshih@my.yangming.com	Trade	х			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; lubicich.marko@us.zim.com	Trade	x			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	×			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	Х			\$492,081.43

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	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,	unsecured secure deduction	d claim amount. d, fill in total cla	cured, fill in only If claim is partially im amount and lateral or setoff to
				or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA	Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com	Trade	x			\$491,485.00

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Fill in this information to identify the case and this filing:				
Debtor Name Pier 1 Licensing, Inc.				
United States Bankruptcy Court for the:	Eastern District of Virginia			
Case number (If known):	(State)			

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 I and correct:	pelow and I have a reasonable belief that the information is true
	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
decl	eclare under penalty of perjury that the foregoing is true and co	rrect.
Exe	vecuted on 02/17/2020	🗵 /s/ Robert J. Riesbeck
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor
		Robert J. Riesbeck
		Printed name
		Chief Executive Officer
		Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "Authorized Signatory"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents

which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Tung . Fondon Charle & Barth Cheryl. A. Bachelder Relit Boss Robert L. Bass Hamish A. Dodds Brendan L. Hoffman Katherine M.A. Kline Peel, Michael A. Michael A. Peel

Robert J. Riesbeck

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andreprin

Ann M. Sardini

Porch Cour

Pamela B. Corrie

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

obert J. Riesbeck

Donna N. Colaco

Being all of the directors of Pier 1 Imports (U.S.), Inc.

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "<u>Company</u>"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on <u>Exhibit A</u>, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "<u>Board</u>") of PIR Trading, Inc., a Delaware corporation (the "<u>Company</u>"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on <u>Exhibit A</u>, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Doma N. Colaco

Being all of the directors of: PIR Trading, Inc.

TABE

This is Exhibit "E referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me, this 24th day of February, 2020

Walced Malk

A Commissioner for Taking Affidavits

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Fill in this information to identify t	the case:
United States Bankruptcy Court for t	he:
Eastern [District of Virginia
	(State)
Case number (if known):	Chapter 11

Official Form 201

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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

1.	Debtor's Name	Pier 1 Hold	lings, Inc.						
2.	All other names debtor used in the last 8 years	N/A			***************************************				
	Include any assumed names,								
	trade names, and doing business as names								
3.	Debtor's federal Employer Identification Number (EIN)	75-2552034	1						
4.	Debtor's address	Principal place	of business			Mailing add	dress, if differe s	ent from pr	incipal place
		100 Pier 1 Place							
		Number	Street			Number	Street		
		Fort Worth, Tex	ras 76102		s	P.O. Box	War - 17 - 17 - 17 - 17 - 17 - 17 - 17 - 1		
		City		State	Zip Code	City		State	Zip Code
						Location o	f principal asso lace of busines	ets, if diffe ss	rent from
		County				Number	Street		
						-			
						City		State	Zip Code
5.	Debtor's website (URL)	www.pier1.com	ĺ						
6.	Type of debtor	M. Corporation /	including Limit	tod Lich	ility Compony	(1.0) and (in:	d Lighille Rote	orobin (LLD	\\\
0.	Type of debtor	□ Corporation (ility Company ((LLO) and Limited	u Liability Partne	ersnip (LLP))
		☐ Partnership (excluding LLP)			建全一样.		
		☐ Other. Specif	y:					·	
		***************************************				3 44		3	

A True Copy Teste:

Voluntary Petition for Non-Individuals Filing for Bankruptcy William C. Redden, Glerk

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De	btor <u>Pier 1 Holdings, Inc.</u> Name				Case nur	mber (if known)		
	realis							
7.	Describe debtor's business	A. C	heck One:					
•		ΠН	☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))					
		□s	☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))					
		□R	ailroad (as	defined in 11 U.S.C.	§ 101(44))		
		□ S	tockbroker	(as defined in 11 U.S	3.C. § 101	(53A))		
		□С	☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))					
		□С	learing Bai	nk (as defined in 11 U	J.S.C. § 78	31(3))		
		⊠N	one of the	above				
		B. C	heck all the	at apply:				
		□ T:	ax-exempt	entity (as described i	n 26 U.S.	C. § 501)		
			vestment (80a-3)	company, including h	edge fund	or pooled investm	ent vehicle (as d	efined in 15 U.S.C.
		□ ln	vestment a	advisor (as defined in	15 U.S.C	. § 80b-2(a)(11))		
								describes debtor. See
				uscourts.gov/four-dig irnishing Stores)	it-national	-association-naics-	codes .	
8.	Under which chapter of the Bankruptcy Code is the	Chec	k One:					
	debtor filing?	С	hapter 7					
		□ C	hapter 9					
		⊠ C	hapter 11.	Check all that apply:				
				☐ Debtor's aggreg insiders or affiliated 4/01/22 and even	ites) are le	ess than \$2,725,62		debts owed to ct to adjustment on
				of operations, ca	l business ash-flow s	debtor, attach the tatement, and fede	most recent bala ral income tax re	ance sheet, statement turn, or if all of these
						ollow the procedure	in 11 U.S.C. § 1	116(1)(B),
				☐ A plan is being f		•		
				 Acceptances of creditors, in acc 		rere solicited prepe vith 11 U.S.C. § 11:		r more classes of
				Exchange Act of	xchange (f 1934. Fi	Commission accor	ding to § 13 or 15 to Voluntary Petit	5(d) of the Securities tion for Non-Individuals
				☐ The debtor is a s 12b-2.	shell comp	any as defined in t	he Securities Ex	change Act of 1934 Rule
		□ CI	napter 12					
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	⊠ No □ Yes.	District		When	MM/DD/YYYY	Case number	
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number	
10.	Are any bankruptcy cases pending or being filed by a business partner or an	□ No ⊠ Yes.	Debtor	See Rider 1			Relationship	Affiliate
	affiliate of the debtor?		District	Eastern District o	f Virginia			
	List all cases. If more than 1, attach a separate list.		Case nun	nber, if known			When	02/17/2020 MM / DD / YYYY

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Debtor Pier 1 Holdings, Inc	2.		_	Case number ((if known)				
Name									
11. Why is the case filed in this	Check all th	at apply:			* * · · · · · · · · · · · · · · · · · ·				
district?	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.								
CONTRACTOR			~~~~~~~						
12. Does the debtor own or have possession of any real property or personal property	Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.								
that needs immediate attention?	W	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 ha	zard?						
		It needs to be	physically	secured or protect	ed from the we	ather.			
		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).							
		P. Processon and Control of the Cont			THE PARTY OF THE P				
	W	here is the prop	erty? _						
				Number	Street				
			_						
				City		State	Zip Code		
	ls	the property ins	ured?						
		No							
		Yes. Insurance	e agency						
		Contact r	name						
		Phone							
Statistical and	d administrativ	e information							
13. Debtor's estimation of available funds	Check one:								
available fulfus				to unsecured cred paid, no funds wil		or distribution to u	insecured creditors.		
14. Estimated number of	□ 1-49			00-5,000		25,001-50,000			
creditors ¹	□ 50-99 □ 100-199	9		01-10,000 001 - 25,000	⊠	50,001-100,000 More than 100,0			
	200-999		0,	20,000		More thair 100,	000		
15. Estimated assets	□ \$0-\$50,	000	□ \$1,6	000,001-\$10 millio	n 🗵	\$500,000,001-\$	S1 billion		
	□ \$50,001	l -\$ 100,000	□ \$10	,000,001-\$50 milli	on 🗆	\$1,000,000,001	-\$10 billion		
)1-\$500,000)1-\$1 million		1,000,001-\$100 mil 10,000,001 - \$500 m		\$10,000,000,00 More than \$50 i			
	1244144		_	.,,			-		

The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Case 20-30807-KRH Doc 1 Filed 02/17/20 Entered 02/17/20 11:03:01 Desc Main Page 4 of 28 Document Debtor Pier 1 Holdings, Inc. Case number (if known) Name 16. Estimated liabilities \$1,000,001-\$10 million \$0-\$50,000 \$1,000,000,001-\$10 billion \$50,001-\$100,000 \$10,000,001-\$50 million \Box \$100,001-\$500,000 □ \$10,000,000,001-\$50 billion \$50,000,001-\$100 million \$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 The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of petition. debtor 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 02/17/2020 MM/ DD / YYYY x Isl Robert J. Riesbeck Robert J. Riesbeck Signature of authorized representative of debtor Printed name Title Chief Executive Officer × 18. Signature of attorney Date Isl Michael A. Condyles 02/17/2020 Signature of attorney for debtor MM/DD/YYYY Michael A. Condyles Printed name Kutak Rock LLP Firm name 901 East Byrd Street, Suite 1000 Number Street Richmond Virginia 23219-4071 ZIP Code State City (804) 343-5227 michael.condyles@kutakrock.com Contact phone Email address 27807 Virginia Bar number State

Fill in this information to identify	the case:
United States Bankruptcy Court for	the:
Eastern D	District of Virginia
	(State)
Case number (if known):	Chapter11

amended filing

☐ Check if this is an

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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:)	Chapter 11
PIER 1 HOLDINGS, INC.,)	Case No. 20()
Debtor.)))	

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
Pier 1 Holdings, Inc.	Pier 1 Licensing Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:	_))	Chapter 11
PIER 1 HOLDINGS, INC.,)	Case No. 20()
Debtor.)))	

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
Pier 1 Imports Inc.	100%
Pier 1 Assets, Inc.	100%
Pier 1 Licensing Inc.	100%
Charles Schwab Investment Management	11.1%

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Fill in this information to identify the case:			
Debtor name Pier 1 Imports, inc., et al.			
United States Bankruptcy Court for the:Eastern District of Virginia		0	Check if this is an
Case number (If known):	(State)		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

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 50 largest unsecured claims.

12/15

	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,	# 446 446 44 1 1 4 5 5 4 5 5 4 6 6 6 6 6 6 6 6 6 6 6 6 6	Amount of 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.		
			professional services, and government contracts)		Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	x			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn Info@mifaco.com.vn	Trade	х			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financiał Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	Х		***************************************	\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 34200S INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	x			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: {86} 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	х			\$1,274,906.71
б	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	Х			\$1,220,018.40

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

\$4.07 1000						Amount of	claim
	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,	Indicate if claim is contingent,	unsecured secure deduction	If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and Jeduction for value of collateral or setoff to calculate unsecured claim.	
			professional services, and government contracts)	unliquidated, or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	х			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC S76 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	х			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	х		T. Trinimoves	\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	Х			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	Х			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO, NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	х			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	х			\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	х			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	х	Tomorow Co.		\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	х		Tribonis de la companya de la compan	\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	х			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	х	1,455,904,800,000		\$617,529.62

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	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 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 ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	x			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	x			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED NH 24, LODHIPUR RAIPUT MORADABAD, UP 244001 INDIA PHONE: 91-591-2223020 accounts@martco.in		Trade	х			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	x			\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	x			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	х			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BLVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6699 cs@yangming.com danshih@my.yangming.com	Trade	Х			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; Jubicich.marko@us.zim.com	Trade	x			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	х		100000	\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	X			\$492,081.43

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	Name of creditor and complete mailing address, including zip code		Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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 ¹	Unsecured Claim
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com		Trade	x			\$491,485.00

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Fill in this information to identify the case and this filing:				
Debtor Name Pier 1 Holdings, Inc.				
United States Bankruptcy Court for the:	Eastern District of Virginia			
Case number (If known):	(State)			
Odde number (ii kijowit).				

Official Form 202

<u>Declaration Under Penalty of Perjury for Non-Individual Debtors</u>

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.

	partnership; or another individual serving as a represental	tive of the debtor in this case.				
	I have examined the information in the documents checked and correct:	ed below and I have a reasonable belief that the information is true				
	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				
dec	clare under penalty of perjury that the foregoing is true and	correct.				
Exe	ecuted on 02/17/2020	🔀 /s/ Robert J. Riesbeck				
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor				
		Robert J. Riesbeck				
		Printed name				
		Chief Executive Officer				
		Position or relationship to debtor				

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "Authorized Signatory"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's

RETENTION OF PROFESSIONALS

business.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

-
Tung S. London
refry L. Dondon
They & Baddh
Cheryl. A. Bachelder
MXWI COAD
Robert L. Bass
Hamish A. Dodds
Bre He
Brendan L. Hoffman
h
Katherine M.A. Kline
Peel, Michael A.
Michael A. Peel
PRil

Robert J. Riesbeck

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amharin

Ann M. Sardini

Pamela B. Corrie

Panela Corre

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc.; a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of Pier 1 Imports (U.S.), Inc.

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "<u>Company</u>"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on <u>Exhibit A</u>, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

By: Robert (J. Riesbeck, the Chief

Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of PIR Trading, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: PIR Trading, Inc.

TAB F

This is Exhibit "F referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

Waluch Mahik

A Commissioner for Taking Affidavits

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Fill in this information to ic	dentify the case:		
United States Bankruptcy Co	ourt for the:		
E	astern District of Virginia		
(State)			
Case number (if known):		Chapter11	1_

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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	Pier 1 Imports (U.S.), Inc.	
2.	All other names debtor used	N/A	
	in the last 8 years		
	Include any assumed names,		
luc	trade names, and doing business as names		
3.	Debtor's federal Employer Identification Number (EIN)	<u>75-2552034</u>	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		100 Pier 1 Place	
		Number Street	Number Street
			P.O. Box
		Fort Worth, Texas 76102	
		City State Zip Code	City State Zip Code
			Location of principal assets, if different from principal place of business
		Tarrant County County	Number Street
			Name of the state
			
			City State Zip Code
5.	Debtor's website (URL)	www.pier1.com	
6.	Type of debtor	☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
		☐ Partnership (excluding LLP)	
		☐ Other. Specify:	

A True Copy Teste:

Voluntary Petition for Non-Individuals Filing for Barring C. Redden, Clerk page 1

Deputy Clerk

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De	btor Pier 1 Imports (U.S.), Inc.	C.			Case nur	mber (if known)		
	Matte							
7	Describe debtor's business	Α. (Check One:					
7.	Describe deptor 5 pusiness	☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))						
			Single Asset	Real Estate (as defir)			
			Railroad (as	defined in 11 U.S.C.				
			Stockbroker (as defined in 11 U.S	.C. § 101			
			Commodity B	Broker (as defined in	11 U.S.C.	§ 101(6))		
			Clearing Bank (as defined in 11 U.S.C. § 781(3))					
		⊠ 1	None of the a	ibove				
	_	В. (Check all that	t apply:				
			Tax-exempt e	entity (as described in	n 26 U.S.	C. § 501)		
			Investment co § 80a-3)	ompany, including he	edge fund	or pooled investm	ent vehicle (as d	efined in 15 U.S.C.
		□ I	Investment a	dvisor (as defined in	15 U.S.C.	. § 80b-2(a)(11))		
	_		http://www.u	h American Industry scourts.gov/four-digi nishing Stores)	Classifica t-national	ition System) 4-dig association-naics-	it code that best codes .	describes debtor. See
8.	Under which chapter of the	Che	ck One:					
	Bankruptcy Code is the debtor filing?		Chapter 7					
		☐ Chapter 9						
		☑ Chapter 11. Check all that apply:						
				Debtor's aggregatinsiders or affiliation4/01/22 and eve	tes) are le	ess than \$2,725,62		debts owed to ct to adjustment on
				of operations, ca	business sh-flow s	debtor, attach the	most recent bala ral income tax re	ance sheet, statement turn, or if all of these
				☐ A plan is being fi	led with th	nis petition.		
				☐ Acceptances of t creditors, in acce		ere solicited prepe vith 11 U.S.C. § 11:		r more classes of
		□ The debtor is required to file periodic reports (for example, 10K and 10Q) with Securities and Exchange Commission according to § 13 or 15(d) of the Secur Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-India Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.					5(d) of the Securities tion for Non-Individuals	
				☐ The debtor is a s 12b-2.	hell comp	any as defined in t	he Securities Ex	change Act of 1934 Rule
	***************************************		Chapter 12					
9.	611 11	No Yes.	District		When	MM/DD/YYYY	Case number	
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number	
10.	pending or being filed by a	No Yes.	Debtor	See Rider 1			Relationship	Affiliate
	ousiness partner or an affiliate of the debtor?		District	Eastern District of	Virginia			
	List all cases. If more than 1, attach a separate list.			her if known			When	02/17/2020 MM / DD / YYYY

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Debtor Pier 1 Imports (U.S.	.), Inc.		Case number (if known)				
Name							
11. Why is the case filed in this	Check all that apply:						
district?	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.						
		ncerning debt	or'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	☑ No ☐ Yes. Answer below for	r each property	that needs immediate attention	n. Attach additional sheets if needed.			
that needs immediate attention?	Why does the p	roperty need	immediate attention? (Check	all that apply.)			
attentions	☐ It poses or safety.	is alleged to po	ose a threat of imminent and ide	ntifiable hazard to public health or			
	What is the	hazard?					
	☐ It needs to	be physically s	ecured or protected from the we	eather.			
		le, livestock, se		deteriorate or lose value without attention duce, or securities-related assets or			
	☐ Other	•					
	.com.acom	00-00-00-00-00-00-00-00-00-00-00-00-00-	**************************************				
	Where is the pr	operty?					
	•	. ,	Number Street				
			City	State Zip Code			
	Is the property	insured?					
	,						
	<u> </u>	ince agency					
	_	ct name	WHITE THE BEST OF THE STATE OF				
	Phone		BITOLOGI PER TITLE TO THE STATE OF THE STATE				
	1 11011	•					
Statistical and	d administrative information	า					
13. Debtor's estimation of	Check one:			***************************************			
available funds	⊠ Funds will be available f	or distribution t	to unsecured creditors.				
				for distribution to unsecured creditors.			
14. Estimated number of	□ 1-49		0-5,000	25,001-50,000			
creditors ¹	□ 50-99 □ 400 400		1-10,000	50,001-100,000			
	□ 100-199 □ 200-999	□ 10,0	01-25,000	More than 100,000			
15. Estimated assets	□ \$0-\$50,000	□ \$1,0	100,001-\$10 million	\$500,000,001-\$1 billion			
rv. Estimated assets	\$50,001-\$100,000	□ \$10,	,000,001-\$50 million	\$1,000,000,001-\$10 billion			
	□ \$100,001-\$500,000 □ \$500,001-\$1 million		,000,001-\$100 million				
	υ φουσ,σοτ-φτ minion	υ φιυι	S, COO, CO I - COO HIMIOH	More than you billion			

The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Case 20-30808-KRH Doc 1 Filed 02/17/20 Entered 02/17/20 11:06:01 Desc Main Page 4 of 28 Document Debtor Case number (if known) Pier 1 Imports (U.S.), Inc 16. Estimated liabilities \$0-\$50,000 \$1,000,001-\$10 million \$500,000,001-\$1 billion \$1,000,000,001-\$10 billion \$50,001-\$100,000 \$10,000,001-\$50 million П \$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 The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of debtor 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 02/17/2020 MM/ DD / YYYY × Isl Robert J. Riesbeck Robert J. Riesbeck Signature of authorized representative of debtor Printed name Title Chief Executive Officer x 18. Signature of attorney Date Isl Michael A. Condyles 02/17/2020 MM/DD/YYYY Signature of attorney for debtor Michael A. Condyles Printed name Kutak Rock LLP Firm name 901 East Byrd Street, Suite 1000 Number Street Richmond Virginia 23219-4071 State ZIP Code City (804) 343-5227 michael.condyles@kutakrock.com Contact phone Email address 27807 Virginia Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Eastern District of Virgi	nia
(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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:	_)	Chapter 11
PIER 1 IMPORTS (U.S.), INC.,)	Case No. 20()
Debtor.)	

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
Pier 1 Imports (U.S.), Inc.	Pier 1 Licensing, Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) Chapter 11
PIER 1 IMPORTS (U.S.), INC.,) Case No. 20()
Debtor.)

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
Pier 1 Imports Inc.	100%
Pier 1 Assets, Inc.	100%
Pier 1 Licensing Inc.	100%
Charles Schwab Investment Management	11.1%

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Fill in this information to identify the case:			
Debtor name Pier 1 Imports, Inc., et al.			
United States Bankruptcy Court for the: Eastern District	of Virginia	0	Check if this is an
Case number (If known):	(State)		amended filing
	i i		

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code		Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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 ¹	Unsecured Claim
4-1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	Х			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	x			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	X			\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 342005 INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	х			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: (86) 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	Х	A Committee		\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	Х			\$1,220,018.40

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

						Amount of	claim
	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	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 ¹	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	×			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	X			\$989,780.57
9	EVERGREEN FREIGHT CONTACT: Chief Financial Officer 15950 DALLAS PARKWAY STE 700 PHONE: 972246-2271 ATTN TED CHUANG FAX: 972246-5503		Trade	х			\$971,601.74
10	DALLAS, TX 75248 TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	dlsbiz@evergreen- shipping.us CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	X			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	х			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO , NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	х			\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	x			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	х			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	х			\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	х			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	X			\$617,529.62

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- 1 - 1 - 1		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 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.		
	Name of creditor and complete mailing address, including zip code						
	adoress, including 21p code				Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	×			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	×			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED CONTACT: Chief Financial Officer		Trade	x			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	×		000	\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	x			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	X			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BLVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6599 cs@yangming.com danshih@my.yangming.com	Trade	X			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; lubicich.marko@us.zim.com	Trade	X			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	х			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	х			\$492,081.43

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	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 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 ¹	Unsecured Claim
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZI 311100 CHINA	Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com	Trade	x			\$491,485.00

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Fill in this information to identify the case and t	his filing:
Debtor Name Pier 1 Imports (U.S.), Inc.	
United States Bankruptcy Court for the:	Eastern District of Virginia
Case number (If known):	(State)
Oddo Hattioo (1 Morris	

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 decuments checked helps, and I have a reasonable helief 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					
X	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 Ownersh Statement					
decl	are under penalty of perjury that the foregoing is true and correct.					
Exec	cuted on O2/17/2020 Isl Robert J. Riesbeck					
	MM/ DD/YYYYY Signature of individual signing on behalf of debtor					
	Robert J. Riesbeck					

Printed name Chief Executive Officer

Position or relationship to debtor

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "<u>Authorized Signatory</u>"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert L. Bass
Hamish A. Dodds
Brendan L. Hoffman

Katherine M.A. Kline

Peel, Michael A.

Michael A. Peel

Robert J. Riesbeck

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amugadi:

Ann M. Sardini

Pamela B. Corrie

Panala Coruc

Steven G. Panagos

Being all of the directors of: Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Assets. Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of Pier 1 Imports (U.S.), Inc.

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on Exhibit A, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1

Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of PIR Trading, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J.)Riesbeck

Donna N. Colaco

Being all of the directors of: *PIR Trading, Inc.*

TAB G

This is Exhibit "G referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

Islated Milik

A Commissioner for Taking Affidavits

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Fill in this information to identify the ca	ase:	<u> </u>
United States Bankruptcy Court for the:		
Eastern Distric		
Case number (if known):	tate) Chapter 11	☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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.

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A True Copy Teste:

Voluntary Petition for Non-Individuals Filing (Files Mark) Redden, Clerk

Deputy Clerk

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De	btor PIR Trading, Inc.			··········	Case num	iber (if known)		
	Name							- Seal Horney
7.	Describe debtor's business	A. Ch	neck One:		***			
,,	Describe debter 5 business	□ He	ealth Care E	Business (as defined	in 11 U.S	.C. § 101(27A))		
		☐ Sir	Single Asset Real Estate (as defined in 11 U.S.C. § 101(51					
		□ Ra	Railroad (as defined in 11 U.S.C. § 101(44))					
		□ Ste	ockbroker (as defined in 11 U.S	.C. § 101(53A))		
		□ Co	mmodity B	Broker (as defined in	11 U.S.C.	§ 101(6))		
		□ Cle	earing Banl	k (as defined in 11 U	.S.C. § 78	1(3))		
		⊠ No	one of the a	above				
		B. <i>Ch</i>	neck all that	t apply:				
		□ Та	x-exempt e	entity (as described i	n 26 U.S.C	C. § 501)		
			vestment co 80a-3)	ompany, including he	edge fund	or pooled investme	ent vehicle (as de	fined in 15 U.S.C.
				dvisor (as defined in	15 U.S.C.	§ 80b-2(a)(11))		
		<u>hi</u>	ttp://www.u	h American Industry scourts.gov/four-dig mishing Stores)				describes debtor. See
8.	Under which chapter of the	Check	k One:					
٠,	Bankruptcy Code is the		napter 7					
	debtor filing?		napter 9					
			•	Check all that apply:				
			·			ntingent liquidated	debts (excludina	debts owed to
			 Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 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).					
				☐ A plan is being f	iled with th	is petition.		
				☐ Acceptances of		ere solicited prepe ith 11 U.S.C. § 112		more classes of
	,			☐ The debtor is re- Securities and E Exchange Act o	quired to fi Exchange (f 1934. Fil	le periodic reports Commission accord	(for example, 10 ding to § 13 or 15 to Voluntary Petit	6(d) of the Securities ion for Non-Individuals
				☐ The debtor is a s	shell comp	any as defined in t	he Securities Ex	change Act of 1934 Rule
		□ Cr	napter 12					
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	⊠ No □ Yes.	District	Patricia (Marie Construction of the Constructi	When	MM/DD/YYYY	Case number	
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number	
10.	Are any bankruptcy cases pending or being filed by a	□ No 図 Yes.	Debtor	See Rider 1			Relationship	Affiliate
	business partner or an affiliate of the debtor?		District	Eastern District o	f Virainia			
	List all cases. If more than 1,		DISTRICT	Lastern District 0	· virgiilla		When	02/17/2020
	attach a separate list.		Case num	ber, if known				MM / DD / YYYY

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Debtor PIR Trading, Inc.		Case number (if known)						
Name								
11. Why is the case filed in this	Check all that apply:							
district?	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 de	ebtor'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		erty that needs immediate attention. Attach additional sheets if needed.						
that needs immediate attention?	, , ,	ed immediate attention? (Check all that apply.)						
attornion.	It poses or is alleged to safety.	pose a threat of imminent and identifiable hazard to public health or						
	What is the hazard?							
	☐ It needs to be physicall	ly secured or protected from the weather.						
		goods or assets that could quickly deteriorate or lose value without attention , seasonal goods, meat, dairy, produce, or securities-related assets or						
	Where is the property?							
		Number Street						
		City State Zip Code						
	is the property insured?							
	□ No							
	☐ Yes. Insurance agency							
	Contact name	•						
	Phone							
Statistical an	d administrative information							
13. Debtor's estimation of	Check one:							
available funds	⊠ Funds will be available for distribution	on to unsecured creditors.						
	☐ After any administrative expenses a	are paid, no funds will be available for distribution to unsecured creditors.						
14. Estimated number of		,000-5,000 🗆 25,001-50,000						
creditors1		,001-10,000 ⊠ 50,001-100,000 0,001-25,000 □ More than 100,000						
	□ 200-999	0,001-25,000 E More man 100,000						
15. Estimated assets	□ \$0-\$50,000 □ \$	1,000,001-\$10 million 🗵 \$500,000,001-\$1 billion						
	□ \$50,001-\$100,000 □ \$	10,000,001-\$50 million						
	· · · · · · · · · · · · · · · · · · ·	50,000,001-\$100 million						
		resisestas, assa tuman — — Moto dunt ass summi						

The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Filed 02/17/20 Entered 02/17/20 11:14:43 Desc Main Case 20-30811-KRH Doc 1 Page 4 of 28 Document PIR Trading, Inc. Case number (if known) Debtor Name 16. Estimated liabilities ⊠ \$500,000,001-\$1 billion \$1,000,001-\$10 million \$0-\$50,000 \$10,000,001-\$50 million \$1,000,000,001-\$10 billion \$50,001-\$100,000 \$50,000,001-\$100 million □ \$10,000,000,001-\$50 billion \$100,001-\$500,000 \$500,001-\$1 million \$100,000,001-\$500 million ☐ More than \$50 billion Request for Relief, Declaration, and Signatures Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to WARNING --\$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 The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this authorized representative of debtor 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. 02/17/2020 Executed on MM/ DD / YYYY × Robert J. Riesbeck Isl Robert J. Riesbeck Signature of authorized representative of debtor Printed name Title Chief Executive Officer x 18. Signature of attorney Date 02/17/2020 Isl Michael A. Condyles Signature of attorney for debtor MM/DD/YYYY Michael A. Condyles Printed name Kutak Rock LLP Firm name 901 East Byrd Street, Suite 1000 Number Street

Richmond

(804) 343-5227

Contact phone

Bar number

City

27807

23219-4071

michael.condyles@kutakrock.com

Email address

ZIP Code

Virginia

State

Virginia

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Eastern District of Virgi	nia
(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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:)	Chapter 11
PIR TRADING, INC.,)	Case No. 20()
E	Debtor.) }	

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
PIR Trading, Inc.	Pier 1 Imports (U.S.), Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

		\		
In re:)	Chapter 11	
PIR TRADING, INC.,		, }	Case No. 20	()
De	ebtor.)) \		

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
Pier 1 Imports Inc.	100%
Pier 1 Assets, Inc.	100%
Pier 1 Licensing, Inc.	100%
Pier 1 Imports (U.S.), Inc.	100%
Charles Schwab Investment Management	11.1%

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Fill in this information to identify the case:		
Debtor name Pier 1 Imports, Inc., et al.		
United States Bankruptcy Court for the: <u>Eastern District of Virginia</u>		Check if this is an
Case number (If known):	(State)	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 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 50 largest unsecured claims.

1		克尼斯斯里拉斯里拉斯里拉斯里拉斯里里斯斯			via tribata	Amount of	laim
	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,	Indicate if claim is contingent, unliquidated,	unsecured secured deduction	aim is fully unsecured, fill in only d claim amount. If claim is partially d, fill in total claim amount and I for value of collateral or setoff to alculate unsecured claim.	
			professional services, and government contracts)	or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	x			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	X			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	х			\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 342005 INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	X	on or other states of the stat		\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: {86} 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	х			\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	X			\$1,220,018.40

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

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	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,	Indicate if claim is contingent, unliquidated,	Amount of cl If the claim is fully unsec unsecured claim amount. I secured, fill in total clair deduction for value of coll calculate unsecure		cured, fill in only if claim is partially m amount and ateral or setoff to
			professional services, and government contracts)	ordisputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	×			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	х			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	X			\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	X			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	х			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO, NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	х			\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	x			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	х			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	x			\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	х	***************************************		\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	х		Application (Control of Control o	\$617,529.62

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	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 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 ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	×			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	X			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED NH 24, LODHIPUR RAJPUT MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 91-591-2223020 accounts@martco.in	Trade	x			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	X			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	x		7 2000	\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-361 1787 info@albertinainc.com	Trade	x			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM	CONTACT: Chief Financial Officer	Trade	X			\$506,008.70
26	YANG MING (AMERICA) CORP 1085 RAYMOND BLVD 9TH FLOOR NEWARK, NJ 07102	CONTACT: Chief Financial Officer PHONE: 201420-5800 FAX: 201222-6699 cs@yangming.com danshih@my.yangming.com	Trade	х		AT THE STATE OF TH	\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES 5801 LAKE WRIGHT DR NORFOLK, VA 23502	CONTACT: Chief Financial Officer PHONE: 757228-1400 FAX: 757228-1300 Glickman.Eli@zim.com; lubicich.marko@us.zim.com	Trade	Х			\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	CONTACT: Chief Financial Officer PHONE: 888867-6095 customerservice@sternohome.com	Trade	X			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 1000O VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	х			\$492,081.43

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	Name of creditor and complete mailing address, including zip code	and a transfer of the object of the first of the control of the co	Nature of claim (for example, trade debts, bank loans,	Indicate if claim is contingent, unliquidated,	Amount of 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.		
		professional services, and government contracts)	or disputed	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim	
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA	Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com	Trade	x			\$491,485.00

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Fill in this information to identify the case an	id this filing:
Debtor Name PIR Trading, Inc.	
United States Bankruptcy Court for the:	Eastern District of Virginia
Case number (If known):	(State)

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 correct:	and I have a reasonable belief that the information is true				
	□ Schedule A/B: Assets-Real and Personal Property (Official	Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)				
	□ Schedule D: Creditors Who Have Claims Secured by Prop	Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)				
	□ Schedule E/F: Creditors Who Have Unsecured Claims (O	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)					
\boxtimes	Other document that requires a declaration List Statement	t of Equity Security Holders and Corporate Ownership				
dec	declare under penalty of perjury that the foregoing is true and correct.					
Exe	Executed on 02/17/2020	🗷 Isl Robert J. Riesbeck				
	MM/ DD/YYYY	Signature of individual signing on behalf of debtor				
	-	Robert J. Riesbeck				
		Printed name				
		Chief Executive Officer				
		Position or relationship to debtor				

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "Authorized Signatory"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents

which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert L. Bass
Hamish A. Dodds
Brendan L. Hoffman

Katherine M.A. Kline

Peel, Michael A.

Michael A. Peel

Robert J. Riesbeck

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amusici

Ann M. Sardini

Pamela B. Corrie

Parala Corve

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Dónna N. Colaco

Being all of the directors of Pier 1 Imports (U.S.), Inc.

J. Riesbeck

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Donna N. Colaco

Robert J. Riesbeck

Being all of the directors of: Pier I Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on Exhibit A, which is attached hereto.

> By: Pier 1 Holdings, Inc., its Managing Trustee

By: Robert (J. Riesbeck, the Chief Executive Officer of Pier 1

Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1 Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of PIR Trading, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J.)Riesbeck

Domna N. Colaco

Being all of the directors of: PIR Trading, Inc.

TAB H

This is Exhibit "H" referred to in the Affidavit of Graeme Rotrand, solemnly affirmed before me,

this 24th day of February, 2020

ralaced Malia

A Commissioner for Taking Affidavits

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Fill in this information to id	dentify the case:		
United States Bankruptcy Co	ourt for the:		
E	Eastern District of Virginia		
	(State)		
Case number (if known):		Chapter	11

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

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	Pier 1 Value Services, LLC	
2.	All other names debtor used in the last 8 years	N/A	

	Include any assumed names, trade names, and doing business as names	7	
3.	Debtor's federal Employer Identification Number (EIN)	<u>22-3776169</u>	
4.	Debtor's address	Principal place of business	Mailing address, if different from principal place of business
		100 Pier 1 Place	
		Number Street	Number Street
			P.O. Box
		Fort Worth, Texas 76102	
		City State Zip Code	City State Zip Code
			Location of principal assets, if different from principal place of business
		Tarrant County	
		County	Number Street
			City State Zip Code
5.	Debtor's website (URL)	www.pier1.com	
6.	Type of debtor	☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
		☐ Partnership (excluding LLP)	
		☐ Other. Specify:	

A True Copy Teste:

Voluntary Petition for Non-Individuals Filin William C. Redden, Clerk

Deputy Clerk

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De	btor Pier 1 Value Service	es, LLC			Case nun	nber (if known)			
	Name								
,	Danaulha dahtada kusinsas	A. Cł	neck One:						
7.	Describe debtor's business	□ He	ealth Care B	usiness (as defined	d in 11 U.S	.C. § 101(27A))			
		☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))							
		□ Ra	ailroad (as de	efined in 11 U.S.C.	§ 101(44))			
		□ St	ockbroker (a	as defined in 11 U.S	S.C. § 101	(53A))			
		□ Co	mmodity Br	oker (as defined in	11 U.S.C.	§ 101(6))			
		□ CI	earing Bank	(as defined in 11 U	J.S.C. § 78	31(3))			
		⊠ No	one of the ab	oove					
		B. <i>Ci</i>	neck all that	apply:					
		□ Ta	☐ Tax-exempt entity (as described in 26 U.S.C. § 501)						
			vestment cor 80a-3)	mpany, including h	edge fund	or pooled investme	ent vehicle (as de	fined in 15 U.S.C.	
		ln	☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))						
	 NAICS (North American Industry Classification System) 4-digit code that be http://www.uscourts.gov/four-digit-national-association-naics-codes 							describes debtor. See	
		4422	(Home Furn	nishing Stores)					
8.	Under which chapter of the Bankruptcy Code is the	Check	k One:						
	debtor filing?	□ Cł	napter 7						
		□ Cł	napter 9						
		⊠ Ch	⊠ Chapter 11. Check all that apply:						
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed insiders or affiliates) are less than \$2,725,625 (amount subject to adjustre 4/01/22 and every 3 years after that).									
			į.	of operations, c	ll business ash-flow s	debtor, attach the	most recent bala ral income tax re	ince sheet, statement turn, or if all of these	
			ι	☐ A plan is being t	filed with th	nis petition.			
			ſ	☐ Acceptances of creditors, in acc		ere solicited prepe ith 11 U.S.C. § 11		more classes of	
				Securities and E Exchange Act o	Exchange of 1934. Fi	Commission accor	ding to § 13 or 15 to <i>Voluntary Peti</i> i	K and 10Q) with the 5(d) of the Securities ion for Non-Individuals with this form.	
			Γ	☐ The debtor is a : 12b-2.	shell comp	any as defined in t	he Securities Ex	change Act of 1934 Rule	
		□ Cł	napter 12						
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	⊠ No □ Yes.	District	**************************************	When	MANA/IDID DAVAVA	Case number		
	If more than 2 cases, attach a separate list.		District		When	MM/DD/YYYY	Case number		
10.	Are any bankruptcy cases pending or being filed by a	□ No ⊠ Yes.	Dobtor	Soo Pidor 4			Relationship	Affiliate	
	business partner or an affiliate of the debtor?	±# 1 ∪ J.		See Rider 1			•		
	List all cases. If more than 1,			Eastern District o	ot Virginia		When	02/17/2020 MM / DD / YYYY	
	attach a separate list.		Case numb	per, if known					

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Debtor Pier 1 Value Service	es. LLC			Case number (# k	nown)			
Name								
11. Why is the case filed in this	Check all th	at apply:		•				
district?		has had its domiciliately preceding the						
		ruptcy case concer	ning debte	or's affiliate, genera	l partner, or pa	artnership is pend	ing in this district.	
		***************************************		·				
12. Does the debtor own or have possession of any real property or personal property	⊠ No □ Yes. Ar	nswer below for eac	ch property	that needs immed	iate attention.	Attach additional	sheets if needed.	
that needs immediate	Why does the property need immediate attention? (Check all that apply.)							
attenuon		It poses or is alle safety.	eged to po	se a threat of immi	nent and iden	tifiable hazard to	public health or	
		What is the haza	ard?					
		It needs to be ph	hysically s	ecured or protected	from the wea	ther.		
				ds or assets that co easonal goods, mea			alue without attention elated assets or	
		l Other						
	w	here is the proper	rty?	N. I.	Ot1			
				Number	Street			
				City		State	Zip Code	
		the property insu	red?					
) No						
		Yes. Insurance						
		Contact na	ame					
		Phone						
Statistical and	d administrativ	ve Information					4.00	
13. Debtor's estimation of	Check one:							
available funds		l be available for dis administrative expe				r distribution to ur	secured creditors.	
		•						
14. Estimated number of creditors ¹	□ 1-49 □ 50-99			0-5,000 1-10,000		25,001-50,000 50,001-100,000		
	□ 100-19			01-25,000		More than 100,0	00	
	□ 200-99	9						
15. Estimated assets	□ \$0-\$50 □ \$50,00	•		00,001-\$10 million 000,001-\$50 millior		\$500,000,001-\$° \$1,000,000,001		
	□ \$100,0	01-\$500,000	□ \$50,	000,001-\$100 millio	on 🗆	\$10,000,000,00	-\$50 billion	
	□ \$500,0	01-\$1 million [□ \$100),000,001-\$500 mili	lion 🗆	More than \$50 b	illion	

¹ The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Case 20-30804-KRH Doc 1 Filed 02/17/20 Entered 02/17/20 10:43:27 Desc Main Document Page 4 of 28 Debtor Pier 1 Value Services, LLC Case number (if known) Name 16. Estimated liabilities \$0-\$50,000 \$1,000,001-\$10 million \$500,000,001-\$1 billion □ \$1,000,000,001-\$10 billion \$50,001-\$100,000 \$10,000,001-\$50 million □ \$10,000,000,001-\$50 billion \$50,000,001-\$100 million \$100,001-\$500,000 \$100,000,001-\$500 million ☐ More than \$50 billion \$500,001-\$1 million 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. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this 17. Declaration and signature of authorized representative of petition debtor 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 02/17/2020 MM/ DD / YYYY × /s/ Robert J. Riesbeck Robert J. Riesbeck Signature of authorized representative of debtor Printed name Title Chief Executive Officer of Pier 1 Imports (U.S.), Inc., its Sole Member × Date 18. Signature of attorney 02/17/2020 /s/ Michael A. Condyles Signature of attorney for debtor MM/DD/YYYY Michael A. Condyles Printed name Kutak Rock LLP Firm name 901 East Byrd Street, Suite 1000 Number Street Virginia 23219-4071 Richmond ZIP Code State City (804) 343-5227 michael.condyles@kutakrock.com Contact phone Email address 27807 Virginia Bar number State

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Fill in this information to identify th	ie case:	
United States Bankruptcy Court for the	e: '	
Eastern Dist	trict of Virginia	
	(State)	☐ Check if this is ar
Case number (if known):	Chapter 11	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 "<u>Debtors</u>") filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia 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 Pier 1 Imports, Inc.

- Pier 1 Imports, Inc.
- Pier 1 Assets, Inc.
- Pier 1 Holdings, Inc.
- Pier 1 Imports (U.S.), Inc.
- Pier 1 Licensing, Inc.
- Pier 1 Services Company
- Pier 1 Value Services, LLC
- PIR Trading, Inc.

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:)	Chapter 11
PIER 1 VALUE SERVICES, LLC,)	Case No. 20()
Debtor.)	
)	

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage Held
Pier 1 Value Services, LLC	Pier 1 Imports (U.S.), Inc.	100 Pier 1 Place Fort Worth, Texas 76102	100%

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:)	Chapter 11
PIER 1 VALUE SERVICE, LLC,)	Case No. 20()
Debtor.)	

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
Pier 1 Imports Inc.	100%
Pier 1 Assets, Inc.	100%
Pier 1 Licensing, Inc.	100%
Pier 1 Imports (U.S.), Inc.	100%
Charles Schwab Investment Management	11.1%

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Fill in this information to identify the case:		
Debtor name Pier 1 Imports, Inc., et al.		
United States Bankruptcy Court for the: Eastern District of Virginia		Check if this is an
Case number (If known):	(State)	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 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 50 largest unsecured claims.

	Name of creditor and complete mailing	(for example, clain Name, telephone number and email trade debts, contin		Indicate if claim is contingent,	Amount of 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		
	address, including zip code	address of creditor contact	bank loans, professional services, and government contracts)	Total claim, if partially secured	Deduction for value of collateral or setoff ¹	Unsecured Claim	
1	GUANGZHOU NANFANG FURNITURE CO LTD PANYU DONGYONG TOWN SHIJI INDUSTRIAL AREA GUANGDONG CHINA	CONTACT: Chief Financial Officer PHONE: 020-62856001 FAX: 020-62856003 LLX802@163.com JOANNA86AUSTIN@126.COM	Trade	x			\$5,588,324.69
2	MIFACO LTD 57/16 BINH PHUOC A BINH CHUAN WARD THUAN AN, 57 590000 VIETNAM	CONTACT: Chief Financial Officer PHONE: +84 650 711136 FAX: +84 650 711135 baolong@mifaco.com.vn info@mifaco.com.vn	Trade	x			\$2,202,416.21
3	MAERSK 9300 ARROWPOINT BLVD. CHARLOTTE, NC 28273	CONTACT: Chief Financial Officer PHONE: 800321-8807 FAX: 704571-4640 joe.rodriguez@sealandmaersk.com	Trade	x			\$1,603,979.00
4	BHATI & COMPANY E524 526 ST 10 MIA BASNI PHASE II JODHPUR, RJ 342005 INDIA	CONTACT: Chief Financial Officer PHONE: 91-291-2748144 FAX: 91-291-2748135 js@bhati.com deepak@bhati.com	Trade	x			\$1,317,705.16
5	SHENZHEN OULUO FURNITURE CO LTD 13 SHAHE RD., DAWAN VLG. DAKANG COMMUNITY HENGGANG BLOCK LONGGANG SHENZHEN, GD 518115 CHINA	CONTACT: Chief Financial Officer PHONE: (86) 755 84262029 FAX: 86-755 84262012 phyllis@novita.net.cn	Trade	x			\$1,274,906.71
6	TAURUS HOME FURNISHING LLP PLOT NO. 166, SECTOR 5, IMT MANESAR GURGAON, HR 122051 INDIA	CONTACT: Chief Financial Officer PHONE: 124-4594900 santosh.singh@taurushome.com headoffice@taurushome.com	Trade	х			\$1,220,018.40

¹ The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

1						Amount of o	laim
	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,	Indicate if claim is contingent, unliquidated, or disputed	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.		
	audiess, moluding 2p code		professional services, and government contracts)		Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
7	UPS 28013 NETWORK PLACE CHICAGO, IL 60673-1280	CONTACT: Chief Financial Officer PHONE: 800333-7400 FAX: 866580-1944 UPGFClaims@upsfreight.com	Trade	х			\$1,208,931.71
8	SYNERGY HOME FURNISHINGS LLC 576 EAST WALNUT STREET RIPLEY, MS 38663	CONTACT: Chief Financial Officer PHONE: 662993-8400 FAX: 662796-3053	Trade	х			\$989,780.57
9	EVERGREEN FREIGHT 15950 DALLAS PARKWAY STE 700 ATTN TED CHUANG DALLAS, TX 75248	CONTACT: Chief Financial Officer PHONE: 972246-2271 FAX: 972246-5503 dlsbiz@evergreen- shipping.us	Trade	x			\$971,601.74
10	TZENG SHYNG INDUSTRIES CORP 6F, NO. 296, SEC. 4, XINYI RD. DA AN DISTRICT TAIPEI, TPE 10679 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-6-270-2151 FAX: 886-6-270-0399 sarah@tscorp.net.tw	Trade	х			\$962,940.86
11	IGO TRADING LIMITED RM. 2105, HZ1927, TREND CENTRE 29-31 CHEUNG LEE STREET CHAI WAN, EASTERN HONG KONG	CONTACT: Chief Financial Officer PHONE: 778-302-0100	Trade	x			\$947,903.40
12	KYVAS INTERNATIONAL CO LTD 4F, NO. 477-1, SECT2N2 TIDINGDADAU, NEI-HU, TAIPEI TIDING DADAO , NEIHU DISTRICT TAIPEI, TPE 11493 TAIWAN	CONTACT: Chief Financial Officer PHONE: 886-2-26572928 FAX: 886-2-26575059 lina1@kyvas.com	Trade	x			\$824,626.67
13	A&S SERVICES GROUP, LLC 310 N. ZARFOSS DRIVE YORK, PA 17404	CONTACT: Chief Financial Officer PHONE: 717792-3632 FAX: 717792-3845 billing@askinard.com cs@askinard.com	Trade	х			\$820,827.41
14	ANS 1-6 GRD FL, VHARDHAMAN CHAMBERS 127C KALYAN STR MASJID EAST MUMBAI, MH 400005 INDIA	CONTACT: Chief Financial Officer PHONE: +91 22 6611 0000 FAX: 91-22- 66341000 mail@ans.co.in	Trade	X			\$759,164.70
15	EVERGETIC DEVELOPMENT CO LTD ROOM 1501, LIPPO CENTRE, TOWER 2 89 QU EENSWAY, ADMI RALTY CENTRAL AND WESTERN HONK KONG	CONTACT: Chief Financial Officer PHONE: 852-25485889 FAX: 852-28582653	Trade	X			\$717,623.55
16	DILEEP INDUSTRIES PVT LTD 584 MAHAVEER NAGAR, TONK ROAD JAIPUR, RJ 302018 INDIA	CONTACT: Chief Financial Officer PHONE: 91-141-5194726 FAX: 91-141-2552599 ashok@dileep.in ashokkchoraria@dileep.in	Trade	х			\$702,490.57
17	WALKER EDISON FURNITURE COMPANY 4350 W 2100 S SALT LAKE CITY, UT 84120	CONTACT: Chief Financial Officer PHONE: 877203-2917 FAX: 801954-0564 service@walkeredison.com	Trade	х			\$638,354.18
18	HANG HAI WOODCRAFT'S ART FACTORY CO LTD JINGFONGHUAN INDUSTRIAL BAISHI MADAO SANGXIANG ZHONGSHAN, GD 528463 CHINA	CONTACT: Chief Financial Officer PHONE: 86 0760 6687422	Trade	x			\$617,529.62

	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 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 ¹	Unsecured Claim
19	DESIGNCO LAKRI FAZALPUR DELHI RD MINI BYPASS MORADABAD, UP 244001 INDIA	CONTACT: Chief Financial Officer PHONE: 1240-666666 FAX: 0591-2483695 designco@designco-india.com	Trade	x			\$601,559.41
20	SHENYANG NEW SEASONS ARTS & CRAFTS NO 6 HUI QUAN ROAD, HUNNAN NEW AND HIGH TECH INDUSTRIAL SHENYANG, LN 110168 CHINA	CONTACT: Chief Financial Officer PHONE: +86 (0)24-2382185 FAX:+86 24 23821853	Trade	х			\$589,090.08
21	MARTCO EXPORT PRIVATE LIMITED CONTACT: Chief Financial Officer		Trade	x			\$565,126.45
22	SUN CO LTD NO 4 LANE 4 YECXANH STREET HAI BA TRUNG DISTRICT HANOI, HN VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-9724321 FAX: 84-4-9724320 sunco49@gmail.com	Trade	x			\$524,860.60
23	MINHOU MINXING WEAVING CO LTD #56 XIANSHANBIAN, BAISHA TOWN, MINHOU FUZHOU, FJ 350102 CHINA	CONTACT: Chief Financial Officer PHONE: 86-591-22950672 FAX: (86) 59122950675/22950676 amy@minxing.com	Trade	x			\$524,708.35
24	ALBERTINA EXPORT AND IMPORT INC 5 SKYLINE ROAD PARADISE FARM, BRGY TUNGKONG MANGGA SAN JOSE DEL MONTE, BUL 3023 PHILIPPINES	BERTINA EXPORT AND IMPORT INC SKYLINE ROAD PARADISE FARM, RGY TUNGKONG MANGGA IN JOSE DEL MONTE, BUL 3023 CONTACT: Chief Financial Officer PHONE: 632-379-8749 FAX: 632-379-8749 FAX: 632-379-8749 FAX: 632-379-8749 FAX: 632-379-8749		x			\$512,998.62
25	AROMA BAY CANDLES CO LTD HUNG DAO WARD DUONG KINH DISTRICT HAIPHONG, HP 180000 VIETNAM		Trade	x			\$506,008.70
26	YANG MING (AMERICA) CORP CONTACT: Chief Financial Officer PHONE: 201420-5800		Trade	х			\$504,705.00
27	ZIM INTEGRATED SHIPPING SERVICES PHONE: 757228-1400 5801 LAKE WRIGHT DR FAX: 757228-1300 NORFOLK, VA 23502 Glickman.Eli@zim.com; lubicich.marko@us.zim.com		Trade	X		on the second se	\$499,198.00
28	STERNO HOME INC 1 BURBIDGE STREET, SUITE 101 COQUITLAM, BC V3K 7B2 CANADA	NC CONTACT: Chief Financial Officer EET, SUITE 101 PHONE: 888867-6095		х			\$498,453.20
29	BACNINH MANUFACTURE AND TRADING CO LTD 102A HOANG CAU DONG DA HANOI, HN 10000 VIETNAM	CONTACT: Chief Financial Officer PHONE: 84-4-35117663 FAX: 84-4 35117662 export1@bacninhcraft.com	Trade	X			\$492,081.43

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	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 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 ¹	Unsecured Claim
30	HANG ZHOU J AND S YARD HOME FASHION CO 2-3 FLOOR, BUILDING 2, NO. 115 XINGFA RD., XINGQIAO STREET YUHANG DISTRICT HANGZHOU, ZJ 311100 CHINA Fan Wei Ping PHONE: 18069797796 FAX: (86 571) 8918 0492 1497267784@qq.com		Trade	х			\$491,485.00

Fill in this information to identify the case and the	is filing:	
Debtor Name Pier 1 Value Services, LLC		
United States Bankruptcy Court for the:	Eastern District of Virginia	
Case number (If known):	(State)	

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:

8	and correct:					
	☐ Schedule A/B: Assets-Real and Personal Property (Official For	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 (Office	Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)				
	□ Schedule H: Codebtors (Official Form 206H)	Schedule H: Codebtors (Official Form 206H)				
	☐ Summary of Assets and Liabilities for Non-Individuals (Official F	Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)				
	☐ Amended Schedule	Amended Schedule				
Ø	□ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the (Official Form 204)	Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Inside (Official Form 204)				
×	Ø Other document that requires a declaration List of E Statement					
decl	declare under penalty of perjury that the foregoing is true and correct.					
Exec	Executed on 02/17/2020	Robert J. Riesbeck				
	MM/ DD/YYYY Signat	ure of individual signing on behalf of debtor				
	Rober	t J. Riesbeck				
	Printed	name				
	Chief E	xecutive Officer of Pier 1 Imports (U.S.), Inc., its Sole Member				
	Position	n or relationship to debtor				

Declaration Under Penalty of Perjury for Non-Individual Debtors

RESOLUTIONS FOR THE BOARD OF DIRECTORS, SOLE MEMBER AND MANAGER, AND MANAGING TRUSTEE, RESPECTIVELY, OF PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

PIER 1 IMPORTS, INC. AND ITS SUBSIDIARIES

February 16, 2020

OMNIBUS RESOLUTION

WHEREAS, each of the board of directors, the sole member and manager, and managing trustee, as applicable (each, a "Governing Body"), of Pier 1 Imports, Inc. ("Pier 1,"), Pier 1 Assets, Inc., Pier 1 Licensing, Inc., Pier 1 Holdings, Inc., Pier 1 Services Company, Pier 1 Imports (U.S.), Inc., PIR Trading, Inc., and Pier 1 Value Services, LLC (each a "Subsidiary", and collectively with Pier 1, the "Company" or each, a "Company", as applicable) considered presentations by management (the "Management") and the financial and legal advisors (collectively, the "Advisors") of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to Pier 1 and each Subsidiary, and the effect of the foregoing on such entity's businesses;

WHEREAS, each Governing Body discussed the foregoing with Management and the Advisors of the Company and each Governing Body has fully considered each of the strategic alternatives available to Pier 1 and each Subsidiary and has determined, in the reasoned business judgment of each Governing Body, that the following resolutions are in the best interests of Pier 1 and each Subsidiary and their respective equityholders, creditors and other parties in interest;

NOW, THEREFORE, BE IT:

CHAPTER 11 FILING

RESOLVED, that in the judgment of each Governing Body, it is desirable and in the best interests of Pier 1 and each Subsidiary, its creditors, and other parties in interest, that each such entity shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition and the voluntary petitions to be filed, collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code") in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") or other court of competent jurisdiction, and shall be and hereby is authorized to file or cause to be filed an application for relief (the proceedings commenced by such application, the "CCAA Proceedings") under the provisions of the Companies' Creditors Arrangement Act, R.S.C. 1985, c. C-36, as amended (the "CCAA") in the Ontario Superior Court of Justice (Commercial List) (the "Canadian Court").

RESOLVED, that the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Secretary, any Executive Vice President, any Senior Vice President, any Vice President, or any other duly appointed officer of Pier 1 and each Subsidiary (each, an "Authorized Signatory"), acting alone or with one or more other Authorized Signatory be, and each of them hereby is, authorized, empowered, and directed to execute and file on behalf of the

Company all petitions, schedules, lists, and other motions, pleadings, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company's business.

RETENTION OF PROFESSIONALS

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Kutak Rock LLP, as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings and conducting any potential sale process on behalf of the Company; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kutak Rock LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of AP Services, LLC as the Company's financial advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain AP Services, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Guggenheim Securities, LLC, as the Company's investment banker, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Guggenheim Securities, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of PricewaterhouseCoopers LLP, as the Company's tax advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain PricewaterhouseCoopers LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC as the Company's notice, claims, and balloting agent and as administrative advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and remedies; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Epiq Corporate Restructuring, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the firm of A&G Realty Partners, LLC as the Company's real estate consultant and advisor, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the Bankruptcy Code, the CCAA, and the CCAA Proceedings; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain A&G Realty Partners, LLC in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ the law firm of Osler, Hoskin & Harcourt LLP as the Company's counsel, to represent and assist Pier 1 and each Subsidiary in carrying out its duties under the CCAA and the CCAA Proceedings and to take any and all actions to advance the Company's rights and remedies, including filing any pleadings with the Canadian Court on behalf of the Company; and, in connection therewith, each Authorized Signatory is, with power of delegation, hereby authorized, empowered and directed to execute appropriate retention agreements, and pay appropriate retainer, and authorized and empowered to cause to be filed an appropriate application for authority to retain Osler, Hoskin & Harcourt LLP in accordance with applicable law.

RESOLVED, that each Authorized Signatory be, and hereby is, authorized, empowered and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code and the CCAA; and, in connection therewith, each Authorized Signatory, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, appropriate, or desirable, including (without limitation) special counsel to the extent determined necessary, appropriate, or desirable.

RESOLVED, that each Authorized Signatory be, and hereby is, with power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, restructuring advisors, and other professionals and to take and perform any and all further acts and deeds that each Authorized Signatory deem necessary, appropriate, or desirable in connection with the Chapter 11 Cases and the CCAA Proceedings.

PLAN SUPPORT AGREEMENT

RESOLVED, that in the business judgment of each Governing Body, it is desirable and in the best interests of the Company, its equityholders, its creditors, and other parties in interest to enter into the Plan Support Agreement, and that the Company's performance of its obligations under the Plan Support Agreement be and hereby is, in all respects, authorized and approved.

RESOLVED, that each Authorized Signatory, acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute the Plan Support Agreement on behalf of the Company, perform all the transactions contemplated thereby.

SENIOR SECURED, SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT

RESOLVED, that the form, terms and provisions of that certain Senior Secured, Super-Priority Debtor-In-Possession Credit Agreement, dated on or around the date hereof (the "Credit Agreement"), by and among Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Borrower"), the Facility Guarantors (as defined therein), the financial institutions from time to time party thereto as lenders (the "Lenders"), Pathlight Capital L.P., a Delaware partnership, as DIP ABL Term Loan Agent, and Bank of America, N.A., as Administrative Agent and Collateral Agent for the Lenders (in such capacity, the "Agent"), and the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Loan Documents"), be, and hereby are, in all respects approved; and further resolved, that each Company's performance of its respective obligations under the Credit Agreement and the other Loan Documents, including the borrowings thereunder, as applicable, the grant of a security interest in all or substantially all of the assets of such Company, and the guarantee of the obligations thereunder, as applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the chief executive officer, the president, the chief financial officer, any vice president, the treasurer, the secretary or any assistant secretary of each Company and any other person designated by the applicable Governing Body from time to time (collectively, the "Authorized Officers" and individually, an "Authorized Officer"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and deliver (including by facsimile, electronic or comparable method) the Credit Agreement, each of the other Loan Documents, and each of the instruments and documents contemplated thereby, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, with such changes therein as shall be approved by the Authorized Officer executing the same, with such execution by said Authorized Officer to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from the form presented to the applicable Governing Body:

- (i) the Notes, if any;
- (ii) any fee letter in connection with the Credit Agreement;
- (iii) the Security Agreement, together with such agreements, assignments or instruments (including, without limitation, stock powers, affidavits, financing statements, notices, intellectual property security agreements, reaffirmations and amendments and restatements of existing documents) as may be reasonably requested by the Agent;
- (iv) the Interim Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Interim Order in Canada);
- (v) the Final Order (including the Order of the Canadian Court in the CCAA Proceedings recognizing the Final Order in Canada);
- (vi) any guarantee, pledge agreement or any other Security Document or Loan Document (each as defined in the Credit Agreement) in connection with the Credit Agreement;
- (vii) any commitment letter in connection with the Credit Agreement;
- (viii) Uniform Commercial Code and PPSA financing statements, fixture filings, intellectual property security agreements and other instruments as may be requested by the Agent or as may be necessary or appropriate to create, preserve and perfect the security interests purported to be created by the Loan Documents;
- (ix) a mortgage, if any, on each piece of parcel property owned by each Company and a leasehold mortgage, if any, on each parcel of real property leased by each Company;
- (x) such swap agreements, master agreements and other instruments or certificates requested by the Agent in connection with hedging matters;
- (xi) such agreements with third parties (including, without limitation, blocked account agreements, bank agency agreements, lockbox agreements, control agreements, triparty agreements with licensors, credit card notifications, customs broker agreements, landlord agreements, collateral access agreements and warehouse waivers) relating to the Collateral; and
- (xii) such other Loan Documents, instruments, certificates and documents as may be requested by the Agent or contemplated by the Credit Agreement or any other Loan Document.

RESOLVED, that each Company will obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the Credit Agreement and the other Loan Documents

which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

RESOLVED, that the granting of security interests by each Company in all or substantially all property now or hereafter owned by such Company as contemplated by the Credit Agreement, the other Loan Documents and any other agreements, documents or filings that the Agent determines are necessary, appropriate or desirable pursuant to the terms of the Loan Documents be, and hereby is, in all respects authorized and approved; and further resolved, that the Collateral Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of any Company in such form and in such offices as the Collateral Agent determines appropriate. The Collateral Agent is authorized to use the collateral description "all personal property of debtor" or "all assets of debtor" or any similar description in any such financing statements.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the Loan Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents, in the name and on behalf of each Company of which he or she is an Authorized Officer, under its respective company seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform such Company's obligations under or in connection with the Credit Agreement or any of the Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions.

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement or any of the Loan Documents be, and hereby are, in all respects confirmed, approved and ratified.

RESOLVED, that the signature of any Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer to execute and deliver the documents so executed.

RESOLVED, that all capitalized terms used in the resolutions under the caption "<u>SENIOR SECURED</u>, <u>SUPER-PRIORITY DEBTOR-IN-POSSESSION CREDIT AGREEMENT</u>" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

GENERAL

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each Authorized Signatory (and their designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all 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, in each case as in such Authorized Signatory's judgment, shall be necessary, appropriate, or desirable in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein.

RESOLVED, that each Governing 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 organizational documents of Pier 1 and each Subsidiary, or hereby waives any right to have received such notice.

RESOLVED, that any and all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of Pier 1 and each Subsidiary, prior to the date of this omnibus resolution on behalf of Pier 1 and each Subsidiary be, and are hereby in all respects are approved, confirmed, and ratified as the true acts and deeds of the 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 Governing Body.

RESOLVED, that each Authorized Signatory (and their designees and delegates) and each other director, sole member and manager, or managing trustee of each direct subsidiary of each Subsidiary, be and hereby is authorized and empowered to take all actions or to not take any action in the name of and on behalf of each Subsidiary with respect to the transactions contemplated by these Resolutions hereunder as the sole shareholder, directors, sole member and manager, or managing trustee of each Subsidiary, in each case, as such Authorized Signatory shall deem necessary, appropriate, or desirable in such Authorized Signatory's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated herein.

* * * * *

Pier 1 Imports, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Import, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Tung S. London Chap & Barlet Cheryl. A. Bachelder Relit Bass Robert L. Bass Hamish A. Dodds Brendan L. Hoffman Katherine M.A. Kline Peel, Michael A. Michael A. Peel

Robert J. Riesbeck

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america

Ann M. Sardini

Pamela B. Corrie

Panela Corre

Steven G. Panagos

Being all of the directors of:

Pier 1 Imports, Inc.

Pier 1 Assets, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Assets, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Assets, Inc.

Pier 1 Holdings, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Holdings, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert-J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier I Holdings, Inc.

Pier 1 Imports (U.S.), Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Imports (U.S.), Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Donna N. Colaco

bert J. Riesbeck

Being all of the directors of Pier 1 Imports (U.S.), Inc.

Pier 1 Licensing, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of Pier 1 Licensing, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J. Riesbeck

Donna N. Colaco

Being all of the directors of: Pier 1 Licensing, Inc.

Pier 1 Services Company Written Consent of the Managing Trustee

February 16, 2020

WHEREAS, the managing trustee of Pier 1 Services Company, a Delaware statutory trust (the "<u>Company</u>"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on <u>Exhibit A</u>, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Holdings, Inc., its Managing Trustee

Robert J. Riesbeck, the Chief Executive Officer of Pier 1 Holdings, Inc.

Pier 1 Value Services, LLC Written Consent of the Sole Member and Manager

February 16, 2020

WHEREAS, the sole member and manager of Pier 1 Value Services, LLC a Virginia limited liability company (the "Company"), has unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Va. Code Ann. § 13.1-1022 (2019).

IN WITNESS WHEREOF, the undersigned hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

By: Pier 1 Imports (U.S.), Inc., its Sole Member and Manager

Robert J. Riesbeck, the Chief Executive Officer of Pier 1 Imports (U.S.), Inc.

PIR Trading, Inc. Written Consent of the Board of Directors

February 16, 2020

WHEREAS, the members of the Board of Directors (the "Board") of PIR Trading, Inc., a Delaware corporation (the "Company"), have unanimously consented in writing (including by electronic transmission) to taking action with respect to the preambles and resolutions contained on Exhibit A, attached hereto, pursuant to Section 141(f) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being a member of the Board, hereby consents to, approves, and adopts the preambles and resolutions contained on **Exhibit A**, which is attached hereto.

Robert J.)Riesbeck

Doma N. Colaco

Being all of the directors of: PIR Trading, Inc.

TABI

This is Exhibit "I" referred to in the

Affidavit of Graeme Rotrand, solemnly affirmed before me,
this 24th day of February, 2020

Inluderal Match

A Commissioner for Taking Affidavits

Joshua A. Sussberg, P.C. (*pro hac vice* admission pending) Emily E. Geier (*pro hac vice* admission pending) AnnElyse Scarlett Gains (*pro hac vice* admission pending)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue New York, New York 10022

(212) 446-4800

Telephone: Facsimile:

(212) 446-4900

-and-

Joshua M. Altman (pro hac vice admission pending)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle Street Chicago, Illinois 60654

Telephone:

(312) 862-2000

Facsimile:

(312) 862-2200

Proposed Co-Counsel to the Debtors and Debtors in Possession

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
Brian H. Richardson (VA 92477)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) Chapter 11
PIER 1 IMPORTS, INC., et al., 1) Case No. 20-30805 (KRH)
Debtors.) (Joint Administration Requested)

ORDER AUTHORIZING PIER 1 IMPORTS, INC. TO ACT AS FOREIGN REPRESENTATIVE ON BEHALF OF THE DEBTORS' ESTATES

Upon the motion (the "<u>Motion</u>")² of the above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") for entry of an order (this "<u>Order</u>"): (a) authorizing Pier 1 Imports, Inc. ("<u>Pier 1</u>") to act as a Foreign Representative on behalf of the Debtors' estates in the Canadian Proceedings; (b) authorizing Pier 1 to seek recognition by the Canadian Court of these chapter 11

A True Copy Teste:
William C. Redden, Clerk
By: Deputy Clerk

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are set forth in the *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* filed contemporaneously herewith. The location of the Debtors' service address is 100 Pier 1 Place, Fort Worth, Texas 76192.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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cases and the orders made by the Court in these chapter 11 cases; (c) requesting that the Canadian Court lend assistance to this Court; (d) granting any other appropriate relief from the Canadian Court that Pier 1 deems just and proper in the furtherance of the protection of the Debtors' estates; and (e) obtaining related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference from the United States District Court for the Eastern District of Virginia, dated August 15, 1984; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein 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 had 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.
- 2. All objections to the Motion or the relief requested therein, if any, that have not been made, withdrawn, waived, or settled, and all reservations of rights included therein, hereby are overruled on the merits.

- 3. Notice of the Motion was proper, timely, adequate and sufficient under the particular circumstances.
- 4. Debtor Pier 1 is hereby authorized to (a) act as the Foreign Representative of the Debtors; (b) seek recognition of these chapter 11 cases in the Canadian Proceeding; (c) request that the Canadian Court lend assistance to this Court in protecting the property of the estates; and (d) seek any other appropriate relief from the Canadian Court that Pier 1 deems just and proper in the furtherance of the protection of the Debtors' estates.
- 5. This Court requests the aid and assistance of the Canadian Court to recognize these chapter 11 cases as a "foreign main proceeding" and Pier 1 as a "foreign representative" pursuant to the CCAA, and to recognize and give full force and effect in all provinces and territories of Canada to this Order.
- 6. For the purposes of communicating with the Canadian Court (should it be necessary), this Court may utilize the *Guidelines for Communications and Cooperation between Courts in Cross-Border Insolvency Matters* issued by the Judicial Insolvency Network as this Court determines is just and proper.
- 7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim or lien against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or lien, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.
- 8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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9. The Debtors are authorized to take all actions reasonably necessary to effectuate

the relief granted in this Order in accordance with the Motion.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice

of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules

are satisfied by such notice.

Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order 11.

are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief

granted in this Order.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or

related to the implementation, interpretation, and enforcement of this Order.

Dated: Feb 18 2020 Richmond, Virginia

/s/ Kevin R. Huennekens

United States Bankruptcy Judge

Entered on Docket: Feb 18 2020

WE ASK FOR THIS:

/s/ Jeremy S. Williams

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Proposed Co-Counsel to the Debtors and Debtors in Possession

<u>CERTIFICATION OF ENDORSEMENT</u> <u>UNDER LOCAL BANKRUPTCY RULE 9022-1(C)</u>

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/	Jeremy 3	СИ	Villiams

Court File No: CV-20-00636511-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF PIER I IMPORTS, INC., PIER I ASSETS, INC., PIER I LICENSING, INC., PIER I SERVICES COMPANY, PIER I IMPORTS (U.S.), INC., PIR TRADING, INC. AND PIER I VALUE SERVICES, LLC

APPLICATION OF PIER 1 IMPORTS, INC. UNDER SECTION 46 OF THE COMPANIES' CREDITORS ARRANGEMENT ACT, R.S.C. 1985 c. C-36, AS AMENDED

SUPERIOR COURT OF JUSTICE COMMERCIAL LIST Ontario

Proceeding commenced at Toronto

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