

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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In re: : Chapter 11
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THE CONTAINER STORE GROUP, INC., *et al.*, : Case No. 24-90627 (ARP)
:
Debtors.¹ : (Joint Administration Requested)
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**EMERGENCY MOTION OF DEBTORS FOR ENTRY
OF AN ORDER (I) AUTHORIZING THE DEBTORS TO FILE
A CONSOLIDATED CREDITOR MATRIX AND LIST OF THE 30 LARGEST
UNSECURED CREDITORS; (II) WAIVING THE REQUIREMENT TO FILE A LIST
OF EQUITY SECURITY HOLDERS; (III) AUTHORIZING THE DEBTORS TO
REDACT CERTAIN PERSONALLY IDENTIFIABLE INFORMATION;
AND (IV) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 1:00 p.m. (prevailing Central Time) on December 23, 2024.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on December 23, 2024 at 1:00 p.m. (prevailing Central Time) in Courtroom 400, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court's dial-in facility. You may access the facility at 832-917-1510. Once connected, you will be asked to enter the conference room number. Judge Perez's conference room number is 282694. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Perez's home page. The meeting code is "JudgePerez". Click the settings icon in the upper right corner and enter your name under the personal information setting.

¹ The Debtors in these cases, together with the last four digits of each Debtor's taxpayer identification number, are: The Container Store Group, Inc. (5401); The Container Store, Inc. (6981); C Studio Manufacturing Inc. (4763); C Studio Manufacturing LLC(5770); and TCS Gift Card Services, LLC (7975). The Debtors' mailing address is 500 Freeport Parkway, Coppell, TX 75019.



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Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the “Electronic Appearance” link on Judge Perez’s home page. Select the case name, complete the required fields and click “Submit” to complete your appearance.

The above-captioned debtors in possession (collectively, the “**Debtors**”) respectfully state as follows in support of this motion (this “**Motion**”):

RELIEF REQUESTED

1. By this Motion, the Debtors seek entry of an order (the “**Proposed Order**”), substantially in the form attached hereto:

- i. authorizing the Debtors to file a consolidated creditor matrix and list of the 30 largest unsecured creditors in lieu of submitting separate mailing matrices and creditor lists for each Debtor;
- ii. waiving the requirement to file a list of and provide notice directly to the equity security holders of Debtor The Container Store Group, Inc. (“**TCS**”);
- iii. authorizing the Debtors to redact certain personally identifiable information from such matrix and other papers to be filed in the Chapter 11 Cases; and
- iv. granting related relief.

JURISDICTION AND VENUE

2. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction to consider this Motion under 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) and this Court may enter a final order consistent with Article III of the United States Constitution.

3. Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

4. The statutory and legal predicates for the relief requested herein are sections 105(a) and 107(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), Rules 1007, 2002, and 9007 of the Federal Rules of Bankruptcy Procedure

(the “**Bankruptcy Rules**”), Rule 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the Procedures for Complex Cases in the Southern District of Texas (the “**Complex Case Procedures**”).

BACKGROUND

5. On the date hereof (the “**Petition Date**”), the Debtors filed voluntary petitions in this Court commencing cases for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested and no committee has been appointed in the Chapter 11 Cases.

6. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Chad E. Coben, Chief Restructuring Officer, in Support of Chapter 11 Petitions and First Day Motions*, filed contemporaneously herewith (the “**First Day Declaration**”), which is fully incorporated herein by reference.²

7. Contemporaneously with the filing of the Motion, the Debtors filed a motion with this Court pursuant to Bankruptcy Rule 1015(b) requesting joint administration of the Chapter 11 Cases for procedural purposes only.

8. The Chapter 11 Cases are “prepackaged” cases commenced for the purpose of implementing agreed restructuring and recapitalization transactions among the Debtors and their key stakeholders. Prior to the Petition Date, the Debtors entered into that certain Transaction Support Agreement, dated as of December 21, 2024 (as may be amended, modified or supplemented, the “**Transaction Support Agreement**”) with lenders that collectively hold over

² Capitalized terms used but not defined herein have the meanings given to them in the First Day Declaration.

90% of the outstanding principal amount of term loans under the Debtors' Term Loan Facility (the "***Consenting Term Lenders***"), including those certain members of an ad hoc term lender group represented by Paul Hastings LLP (the "***Ad Hoc Group***"). The holders of the outstanding principal amount of asset-backed loans under the Debtors' Prepetition ABL Facility (the "***Prepetition ABL Lenders***") are not parties to the Transaction Support Agreement.

9. Contemporaneously herewith, the Debtors will file a prepackaged chapter 11 plan of reorganization reflecting the terms of the Transaction Support Agreement (as may be amended, modified or supplemented, the "***Plan***"), along with (a) a corresponding disclosure statement (as may be amended, modified or supplemented, the "***Disclosure Statement***") and (b) a motion seeking, among other things, (i) conditional approval of the Disclosure Statement, (ii) approval of the solicitation and notice procedures, and (iii) to schedule a combined hearing to consider approval of the Disclosure Statement on a final basis and confirmation of the Plan.

10. The Plan contemplates that all Allowed General Unsecured Claims (as defined in the Plan) will be paid in full or will otherwise be unimpaired and "ride through" the Chapter 11 Cases, and brings in at least approximately \$60 million of new liquidity for the Debtors to fund go forward operations. The Debtors are seeking confirmation of the Plan as quickly as the Court's schedule and requisite notice periods will permit to implement the proposed restructuring and recapitalization transactions under the Transaction Support Agreement and Plan.

BASIS FOR RELIEF

I. A Consolidated Creditor Matrix Is Warranted.

11. Pursuant to Bankruptcy Rule 1007(a)(1), a debtor "shall file with the petition a list containing the name and address of each entity included or to be included on Schedules D, E, F, G, and H as prescribed by the Official Forms." Fed. R. Bankr. P. 1007(a)(1). Although the list of creditors usually is filed on a debtor-by-debtor basis, in a complex chapter 11 bankruptcy involving

more than one debtor in the Southern District of Texas, the filing of a consolidated creditor matrix by the lead Debtor is consistent with the Complex Case Procedures. Here, the preparation of separate lists of creditors for each Debtor would be expensive, time consuming, administratively burdensome, and of little incremental benefit (if any). Accordingly, the Debtors respectfully request authority to file one consolidated list of creditors (the “**Creditor Matrix**”) for all of the Debtors on the lead case docket instead of uploading a text file for each case to avoid duplicate notice.

II. A Consolidated List of 30 Largest General Unsecured Creditors Is Warranted.

12. Pursuant to Bankruptcy Rule 1007(d), a debtor shall file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders.” Fed. R. Bankr. P. 1007(d). Because a large number of creditors may be shared amongst the Debtors, the Debtors request authority to file a single, consolidated list of their 30 largest general unsecured creditors (the “**Top 30 List**”). The Top 30 List will help alleviate administrative burdens, costs, and the possibility of duplicative service. Granting this relief is consistent with Section F of the Complex Case Procedures, which require the lead Debtor to “file a single, consolidated list of unsecured creditors on Official Form 204 consisting of the 30 largest unsecured creditors of all jointly administered debtors.” Although the Debtors reserve the right to do so in the future, in this Motion, the Debtors are not requesting authority to file consolidated schedules of assets and liabilities and statements of financial affairs (the “**Schedules and Statements**”)³ or to substantively consolidate the Debtors.

³ Concurrently with the filing of this Motion, the Debtors will file the *Emergency Motion of Debtors for Entry of Order (I) Scheduling Combined Hearing to Consider (A) Final Approval of Disclosure Statement, (B) Approval of Solicitation Procedures and Forms of Ballots, and (C) Confirmation of Plan; (II) Establishing an Objection Deadline to Object to Disclosure Statement and Plan; (III) Approving the Form and Manner of Notice of Combined Hearing, Objection Deadline, and Notice of Commencement; (IV) Approving Notice and Objection Procedures for the Assumption or Rejection of Executory Contracts and Unexpired Leases; (V) Conditionally Waiving Requirement of Filing Schedules of Assets and Liabilities, Statements of Financial Affairs, and 2015.3*

III. Waiver of the Requirements to File a List of and to Provide Notice Directly to TCS's Equity Security Holders is Warranted under the Circumstances of the Chapter 11 Cases.

13. The Bankruptcy Rules also contain certain requirements with respect to a debtor's equity security holders. Bankruptcy Rule 1007(a)(3) requires a debtor to file, within fourteen (14) days after the petition date, a list of the debtor's equity security holders. Fed. R. Bankr. P. 1007(a)(3). Bankruptcy Rule 2002(d), in turn, requires that equity security holders be provided notice of, among other things, the commencement of the bankruptcy case and the confirmation hearing. Fed. R. Bankr. P. 2002(d). Bankruptcy courts have authority to modify or waive the requirements under both rules. Fed. R. Bankr. P. 1007(a)(3) (“[U]nless the court orders otherwise, the debtor shall file . . . a list of the debtor's equity security holders”); Fed. R. Bankr. P. 2002(d) (“[U]nless the court orders otherwise, the clerk . . . shall in the manner and form directed by the court . . . give notice to all equity security holders”); *see also* 11 U.S.C. § 105(a) (“The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.”); Fed. R. Bankr. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.”).

14. The Debtors submit that the requirements to file a list of, and to provide notice directly to, equity security holders should be waived as to TCS in the Chapter 11 Cases. As an initial matter, TCS is the ultimate corporate parent of the Debtors and was a publicly traded company on The New York Stock Exchange under the symbol “TCS” until December 9, 2024 when TCS was delisted. TCS does not maintain a list of its equity security holders and, therefore,

Reports; (VI) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors; (VII) Conditionally Approving the Disclosure Statement; and (VIII) Granting Related Relief], requesting, among other things, the conditional waiver of the requirement to file the Schedules and Statements.

must obtain the names and addresses of its shareholders from a securities agent. Further, the holders of such equity might have changed hands before the Petition Date. Accordingly, preparing and submitting such a list with last known addresses for each such equity security holder and sending notices to all such parties will create undue expense and administrative burden with limited corresponding benefit to the Debtors' estates or parties in interest.

15. Notwithstanding the above-referenced hurdles in noticing TCS's equity security holders, TCS has taken or will take several actions to inform its equity security holders of the commencement of the Chapter 11 Cases. With the its petition, TCS filed a list of persons and entities with significant holdings of its outstanding common stock. The Debtors will also issue a press release and Form 8-K announcing the commencement of the Chapter 11 Cases, to the extent not already done as of the date hereof. The Debtors have also established, through their proposed noticing and solicitation agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, a publicly-accessible case website at <https://www.veritaglobal.net/thecontainerstore> that provides information about these cases and all public filings free of charge.

16. Moreover, as soon as is practicable following the date hereof, the Debtors intend to cause the notices required under Bankruptcy Rule 2002(d) to be served on registered holders of TCS's common stock (such registered holders collectively referred to as "**Nominees**") with instructions to forward such notices or copies thereof to the beneficial holders within seven (7) days of the receipt by such Nominees. The Debtors will also publish notice of the filing of the Chapter 11 Cases in *USA Today* and *The New York Times* and post notice of the filing to Depository Trust Company's Legal Notice System (LENS), which is accessible by Nominees. To the extent Nominees incur out-of-pocket expenses in connection with distribution of such notices, the Debtors request authority to reimburse such entities for their reasonable and customary expenses

incurred in connection therewith. In light of the above, the Debtors respectfully request that the requirements to file a list of, and to provide notice directly to, all TCS's equity security holders (other than registered holders of TCS's common stock) be waived.

IV. Redaction of Individuals' Personal Identifying Information Is Appropriate.

17. Section 107(c)(1) of the Bankruptcy Code provides that the Court:

for cause, may protect an individual, with respect to the following types of information to the extent the court finds that disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual or the individual's property:

(A) [a]ny means of identification . . . contained in a paper filed, or to be filed in a case under [the Bankruptcy Code].

(B) [o]ther information contained in a paper described in subparagraph (A).

11 U.S.C. § 107(c)(1).

18. As set forth in this section, Congress has recognized the importance of protecting the identities and privacy of individuals who have dealings with debtors by specifically authorizing the Court to shield the "means of identification" and "[o]ther information" if "disclosure of such information would create undue risk of identity theft or other unlawful injury to the individual." Accordingly, it is appropriate to authorize the Debtors to redact from any paper filed or to be filed with the Court in the Chapter 11 Cases, including the Creditor Matrix and the Schedules and Statements (if filed), the personally identifiable information of any natural person because, among other reasons, the publication of such information may violate United States privacy laws and could be used to perpetrate identity theft or phishing scams or to harass or stalk such individuals, exposing the Debtors to potential civil liability and significant financial penalties.

19. The disclosure of individuals' personal information, including home and email addresses, has the potential to result in significant harms to such individuals, including stalking and harassment from former partners and phishing and other scams perpetrated by malicious

actors. Accordingly, to mitigate the risk of such harms, numerous courts have authorized the same or similar relief requested herein, including this Court,⁴ the United States Bankruptcy Court for the District of Delaware,⁵ and the United States Bankruptcy Court for the Southern District of New York.⁶

20. In addition, certain states and foreign countries have enacted data privacy and protection laws and regulations that protect against the collection and disclosure of personal information. For example, Texas and California have both recently passed data protection laws that impose operational requirements on companies operating within those states to take steps to protect against the disclosure of certain personal information. Violations of these laws can result in significant civil penalties. The United Kingdom and the European Union also have enacted General Data Protection Regulations that limit or restrict the disclosure of personal information and levy severe fines and penalties for violations. Several of the Debtor's non-debtor affiliates operate in the United Kingdom and the European Union.

21. Given the significant risks to the privacy and safety of individual parties in interest and of legal or regulatory action against the Debtors, allowing the Debtors to redact the personal information of individuals who have been drawn into the Chapter 11 Cases through no choice of their own is appropriate and warranted.

⁴ *In re Instant Brands Acquisition Holdings*, No. 23-90716 (DRJ) (Bankr. S.D. Tex. June 13, 2023) [Docket No. 87]; *In re Orbital Infrastructure Group, Inc.*, No. 23-90763 (DRJ) (Bankr. S.D. Tex. Aug. 25, 2023) [Docket No. 48]; *In re SmileDirectClub, Inc.*, No. 23-90786 (CML) (Bankr. S.D. Tex. Oct. 2, 2023) [Docket No. 70]; *In re Robertshaw US Holding Corp.*, No. 24-90052 (CML) (Bankr. S.D. Tex., Feb. 15, 2024) [Docket No. 101].

⁵ *In re Art Van Furniture, LLC*, No. 20-10533 (CSS) (Bankr. D. Del. Mar. 10, 2020) [Docket No. 78]; *In re Clover Techs. Grp., LLC*, No. 19-12680 (KBO) (Bankr. D. Del. Feb. 4, 2020) [Docket No. 155].

⁶ *In re Forever 21, Inc.*, No. 19-12122 (KG) (Bankr. D. Del. Dec. 19, 2019) [Docket No. 598].

22. The Debtors propose to provide an unredacted version of the Creditor Matrix, Schedules and Statements (if filed), and any other filings redacted pursuant to the Proposed Order to (a) the Court, (b) the Office of the United States Trustee for the Southern District of Texas (the “*U.S. Trustee*”), (c) counsel to any official committee appointed in the Chapter 11 Cases (if any), and (d) any party in interest upon a request to the Debtors (email being sufficient) or to the Court that is reasonably related to the Chapter 11 Cases. Further, in the event a party in interest is required by the Bankruptcy Rules to serve the entire Creditor Matrix, such party may request that the Debtors direct their proposed claims and noticing agent to provide service to any creditor whose information is redacted on the Creditor Matrix, and the Debtors shall promptly give such direction.

EMERGENCY CONSIDERATION

23. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Local Rule 9013-1(i), which authorizes a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” The Debtors believe that an immediate and orderly transition into chapter 11 is critical to the viability of their operations and the success of the Chapter 11 Cases. As discussed in detail above, immediate and irreparable harm would result if the relief herein is not granted. Moreover, the Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Local Rule 9013-1(i), and the Debtors believe that emergency consideration is necessary and respectfully request that this Motion be heard on an emergency basis.

NOTICE

24. Notice of the Motion will be given to: (a) the Office of the United States Trustee for the Southern District of Texas; (b) counsel to the DIP Term Loan Agents; (c) counsel to the DIP ABL Loan Agent; (d) counsel to the Ad Hoc Group and DIP Lenders; (e) counsel to the Prepetition Term Loan Agent; (f) counsel to the Prepetition ABL Agent; (g) the creditors listed on the Debtors' consolidated list of thirty (30) creditors holding the largest unsecured claims; (h) the United States Attorney for the Southern District of Texas; (i) the Internal Revenue Service; (j) the Securities and Exchange Commission; (k) the state attorneys general for states in which the Debtors conduct business; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, under the circumstances, no other or further notice is required.

25. A copy of the Motion is available on (a) the Court's website, at www.txs.uscourts.gov, and (b) the website maintained by the Debtors' proposed claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, at <https://www.veritaglobal.net/thecontainerstore>.

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WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: December 22, 2024
Houston, Texas

Respectfully submitted,

/s/ Timothy A. ("Tad") Davidson II

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*Proposed Co-Counsel for the Debtors
and Debtors in Possession*

CERTIFICATE OF SERVICE

I certify that on December 22, 2024, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II
Timothy A. ("Tad") Davidson II

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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In re:	:	Chapter 11
	:	
THE CONTAINER STORE GROUP, INC., <i>et al.</i> ,	:	Case No. 24-90627 (ARP)
	:	
Debtors. ¹	:	(Jointly Administered)
	:	
	X	

**ORDER (I) AUTHORIZING THE DEBTORS TO FILE A
CONSOLIDATED CREDITOR MATRIX AND LIST OF
THE 30 LARGEST UNSECURED CREDITORS; (II) WAIVING
THE REQUIREMENT TO FILE A LIST OF EQUITY SECURITY HOLDERS;
(III) AUTHORIZING THE DEBTORS TO REDACT CERTAIN PERSONALLY
IDENTIFIABLE INFORMATION; AND (IV) GRANTING RELATED RELIEF**
[Relates to Docket No. ____]

Upon the emergency motion (the “*Motion*”)² of the Debtors for entry of an order (this “*Order*”) (i) authorizing, but not directing, the Debtors to file a consolidated creditor matrix and list of the 30 largest unsecured creditors; (ii) waiving the requirement that Debtor The Container Store Group, Inc. file a list of its equity security holders; (iii) authorizing the Debtors to redact certain personally identifiable information; and (iv) granting related relief, all as more fully set forth in the Motion; and the Court having reviewed the Motion and the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter a final order consistent with Article

¹ The Debtors in these cases, together with the last four digits of each Debtor’s taxpayer identification number, are: The Container Store Group, Inc. (5401); The Container Store, Inc. (6981); C Studio Manufacturing Inc. (4763); C Studio Manufacturing LLC(5770); and TCS Gift Card Services, LLC (7975). The Debtors’ mailing address is 500 Freeport Parkway, Coppell, TX 75019.

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

III of the United States Constitution; and the 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 it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary, except as set forth in the Motion with respect to entry of this Order; and upon the record herein; and after due deliberation thereon; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors are authorized, but not directed, to file a single consolidated Creditor Matrix for all of the Chapter 11 Cases.
2. The Debtors are authorized, but not directed, to file a single consolidated Top 30 List for all of the Chapter 11 Cases.
3. The requirement that Debtor The Container Store Group, Inc. file a list of its equity security holders pursuant to Bankruptcy Rule 1007(a)(3) is waived.
4. The Debtors shall comply with the requirements set forth in Bankruptcy Rule 2002(d) to the extent reasonably practicable. The Debtors, to the extent reasonably practicable, are authorized, but not directed, to serve the notices required under Bankruptcy Rule 2002(d) on the Nominees of Debtor The Container Store Group, Inc.'s equity securities, and to the extent they are known, on beneficial holders through the appropriate Nominee, to the extent a beneficial equity holder holds such equity interest through such Nominee. Nominees are required to forward such notices or copies thereof to the beneficial holders within seven (7) days of the receipt by such Nominee. To the extent Nominees incur out-of-pocket expenses in connection with distribution of such notices, the Debtors are authorized, but not directed, to reimburse such entities for their

reasonable and customary expenses incurred in this regard. To the extent that the Debtors serve beneficial holders directly, in accordance with the customary requirements of a Nominee, the Debtors are authorized to send the applicable notices to beneficial holders in paper format via first class mail or via electronic transmission in accordance with the customary requirements of each Nominee.

5. The Debtors are authorized, but not directed, to redact all personally identifiable information of individuals or any other natural person on the Creditor Matrix, Schedules and Statements (if any), or other documents filed with the Court. The Debtors shall provide an unredacted version of the Creditor Matrix, Schedules and Statements (if any), and any other filings redacted pursuant to this Order to (x) the Court, the U.S. Trustee, and counsel to any official committee appointed in the Chapter 11 Cases and (y) any party in interest upon a request to the Debtors (email being sufficient) or to the Court that is reasonably related to the Chapter 11 Cases; *provided that* any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the Court and the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order. The rights of all parties in the Chapter 11 Cases to object to the relief set forth in this paragraph, for any reason, including that the Debtors have not satisfied their burden under section 107(c) of the Bankruptcy Code, are hereby preserved.

6. In the event a party in interest is required by the Bankruptcy Rules to serve the entire Creditor Matrix, such party may request that the Debtors direct their claims and noticing agent to provide service to any creditor whose information is redacted on the Creditor Matrix, and the Debtors shall promptly give such direction. In any such case, the actual, out-of-pocket mailing costs incurred by the claims and noticing agent in connection with such service shall be paid in

full by the party in interest requesting such service. Any additional service fees or other costs charged by the Debtors' claims and noticing agent for such service shall be paid 50% by the Debtors, subject to adjustments on motion by either party. For the avoidance of doubt, any service fees or costs charged by the claims and noticing agent for service under this paragraph 6 shall be at the same rates charged to the Debtors under the terms of the engagement for the claims and noticing agent.

7. Notice of the Motion shall be deemed good and sufficient notice of such Motion and the requirements of the Bankruptcy Rules and the Bankruptcy Local Rules are satisfied by such notice.

8. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be effective and enforceable immediately upon entry hereof.

9. The Debtors are authorized to take all actions necessary or appropriate to implement the relief granted in this Order.

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

Signed: _____

UNITED STATES BANKRUPTCY JUDGE