

ENTERED

December 23, 2024

Nathan Ochsner, Clerk

**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., *et al.*, : Case No. 24-90627 (ARP)
:
Debtors.¹ : (Jointly Administered)
:
----- X

**ORDER ESTABLISHING NOTIFICATION PROCEDURES AND
APPROVING RESTRICTIONS ON (A) CERTAIN TRANSFERS OF INTERESTS IN
DEBTORS AND (B) CLAIMS OF CERTAIN WORTHLESS STOCK DEDUCTIONS
[Relates to Docket No. 15]**

Upon the emergency motion (the “*Motion*”)² of the Debtors for an order (i) approving the Procedures related to certain transfers of, or claims of a Worthless Stock Deduction with respect to, Beneficial Ownership of Common Stock; (ii) directing that any purchase, sale, other transfer of, or claim of a Worthless Stock Deduction with respect to, Beneficial Ownership of Common Stock in violation of the Procedures shall be null and void *ab initio*; and (iii) granting related relief; and the Court having reviewed the Motion and the First Day Declaration; 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; 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 the Court

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.



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may enter a final order consistent with Article 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 the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and that no other or further notice is necessary; and upon any hearing(s) held on this Motion; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and upon the record(s) of the hearing(s); and the Court having determined that the legal and factual bases set forth in the Motion and the hearing with respect to the Motion establish just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors' Tax Attributes are property of the Debtors' estates and are protected by section 362(a) of the Bankruptcy Code.
2. The provisions of this Order shall be effective as of the Petition Date.
3. The Procedures set forth in **Exhibit 1** attached hereto are approved.
4. Any transfer of or claim of a Worthless Stock Deduction with respect to Beneficial Ownership of Common Stock in violation of the Procedures, including but not limited to the notice requirements, shall be null and void *ab initio*.
5. In the case of any such transfer of Beneficial Ownership of Common Stock in violation of the Procedures, including but not limited to the notice requirements, the person or entity making such transfer shall be required to take remedial actions specified by the Debtors, which may include the actions specified in Private Letter Ruling 201010009 (Dec. 4, 2009), to appropriately reflect that such transfer is null and void *ab initio*.

6. In the case of any such claim of a Worthless Stock Deduction with respect to Beneficial Ownership of Common Stock in violation of the Procedures, including the notice requirements, the person or entity making such claim shall be required to file an amended tax return revoking such claim and any related deduction to appropriately reflect that such claim is void *ab initio*.

7. The Debtors may, with the reasonable consent of the Ad Hoc Group, waive, in writing, any and all restrictions, stays, and notification procedures set forth in the Procedures.

8. The Debtors shall within three (3) business days of the entry of this Order or as soon as reasonably practicable thereafter, (i) send the notice of this Order annexed to the Procedures as **Exhibit 1F** (the “*Notice of Order*”) to the parties that were served with the notice of the Motion, and (ii) post the Procedures to the website established by the Debtors’ proposed noticing agent for the Chapter 11 Cases <https://www.veritaglobal.net/thecontainerstore>, such notice being reasonably calculated to provide notice to all parties that may be affected by the Procedures, whether known or unknown, and no further notice of the Procedures being necessary.

9. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in the Chapter 11 Cases, the terms of this Order shall govern.

10. All registered and Nominee holders of Common Stock shall within (3) business days of the receipt of the Notice of Order send the Notice of Order to any holder for whose benefit such registered or Nominee holder holds such Common Stock, down the chain of ownership for all such holders of Common Stock.

11. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in the Motion or this Order shall be deemed: (a) an implication or admission as to the amount of, basis for, or validity of any claim against any of the Debtors under the

Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of any Debtor's or any other party in interest's rights to dispute any claim on any grounds; (c) an assumption, adoption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion, this Order or any order granting the relief requested by the Motion; (e) an admission as to the validity, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of any Debtor's estate; (f) a waiver of any Debtor's or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) waiver of any claims or causes of action which may exist against any entity.

12. The requirements set forth in this Order are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate and other laws and do not excuse compliance therewith.

13. Other than to the extent that this Order expressly conditions or restricts trading in, or making Worthless Stock Deduction claims with respect to, Beneficial Ownership of Common Stock (including indirectly or through the issuance or transfer of Options to acquire Beneficial Ownership of Common Stock), nothing in this Order or in the Motion shall, or shall be deemed to, prejudice, impair, or otherwise alter or affect the rights of any holders of Common Stock, including in connection with the treatment of any such stock under any chapter 11 plan or any applicable bankruptcy court order.

14. Nothing in this Order shall be construed to (a) create or perfect, in favor of any person or entity, any interest in cash of a Debtor that did not exist as of the Petition Date or (b) alter or impair any security interest or perfection thereof, in favor of any person or entity, that existed as of the Petition Date.

15. Nothing in the Motion or this Order waives or modifies the requirements of the Transaction Support Agreement, including, without limitation, the consent and consultation rights contained therein.

16. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

17. 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 Bankruptcy Local Rules are satisfied by such notice.

18. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall take effect immediately upon its entry.

19. The Debtors are authorized to take all reasonable actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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

Signed: December 23, 2024


Alfredo R Pérez
United States Bankruptcy Judge

Exhibit 1

**Procedures for Transfers of or Claims of Worthless Stock Deductions
with Respect to Beneficial Ownership of Common Stock**

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

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

**NOTICES, RESTRICTIONS, AND OTHER PROCEDURES REGARDING
(A) CERTAIN TRANSFERS OF INTERESTS IN DEBTORS AND
(B) CLAIMS OF CERTAIN WORTHLESS STOCK DEDUCTIONS**

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN THE DEBTORS:

Pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”) on _____, 2024, Docket No. (____), the following restrictions, notification requirements, and/or other procedures (the “**Procedures**”) apply to all trading and transfers of, and all claims of Worthless Stock Deductions (defined below) by a Majority Stockholder (defined below) with respect to, the Beneficial Ownership (defined below) of Common Stock (including indirect ownership of, and Options (defined below) to acquire, Beneficial Ownership of Common Stock (defined below)).²

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.

A. Common Stock Restrictions.

1. Definitions. For purposes of these Procedures, the following terms have the following meanings:

i. **“Beneficial Ownership”** of Common Stock and Options to acquire Common Stock shall be determined in accordance with applicable rules under section 382 of title 26 of the United States Code (the **“Tax Code”**), title 26 of the Code of Federal Regulations (the **“Treasury Regulations”**), and rulings issued by the Internal Revenue Service, and, thus, to the extent provided in those sources, from time to time shall include, without limitation, (A) direct and indirect ownership, determined without regard to any rule that treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that entity (*e.g.*, a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members, (C) ownership by any Entity, and (D) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option to acquire Beneficial Ownership of Common Stock.

ii. **“Common Stock”** shall mean common stock issued by The Container Store Group, Inc. For the avoidance of doubt, by operation of the definition of Beneficial Ownership, an owner of an Option to acquire Beneficial Ownership of Common Stock may be treated as the owner of such Common Stock.

iii. **“Entity”** has the meaning as such term is defined in section 1.382-3(a) of the Treasury Regulations, including any group of persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of Common Stock.

iv. **“Majority Stockholder”** shall mean (A) any person that Beneficially Owns at least 1,725,620 shares of Common Stock (representing approximately 50% of all issued and outstanding shares of Common Stock) or (B) any person that would be a “50-percent shareholder” (within the meaning of section 382(g)(4)(D) of the Tax Code) with respect to its Beneficial Ownership of Common Stock if such person claimed a Worthless Stock Deduction at any time on or after the Petition Date.

v. **“Option”** shall mean any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent or otherwise not currently exercisable.

vi. **“Substantial Stockholder”** shall mean any person or Entity that Beneficially Owns at least 155,300 shares of Common Stock (representing approximately 4.5% of all issued and outstanding shares of Common Stock).

vii. **“Worthless Stock Deduction”** shall mean any claim (for U.S. federal income tax reporting purposes) of a worthlessness deduction under section 165 of the Tax Code with respect to Beneficial Ownership of Common Stock.

2. Notice of Substantial Stock Ownership. Any person or Entity that Beneficially Owns, at any time on or after the Petition Date, Common Stock in an amount sufficient to qualify such person or Entity as a Substantial Stockholder shall file with the Bankruptcy Court and serve

upon (a) The Container Store Group, Inc., 500 Freeport Parkway, Coppell, TX 75019, Attn: Tasha Grinnell (tlgrinnell@containerstore.com); (b) proposed counsel to the Debtors, (i) Latham & Watkins LLP, (A) 355 South Grand Avenue, Suite 100, Los Angeles, CA 90071, Attn: Ted Dillman (ted.dillman@lw.com) and (B) 1271 Avenue of the Americas, New York, NY 10020, Attn: Hugh Murtagh (hugh.murtagh@lw.com), and (ii) Hunton Andrews Kurth LLP, 600 Travis Street, Suite 4200, Houston, TX 77002, Attn: Tad Davidson (taddavidson@huntonak.com) and Ashley Harper (ashleyharper@huntonak.com); (c) counsel to the DIP Agent, (i) Riemer & Braunstein LLP, Times Square Tower, Seven Times Square, Suite 2506, New York, NY 10036, Attn: Donald E. Rothman (drothman@riemerlaw.com) and Steven E. Fox (sfox@riemerlaw.com) and (ii) Frost Brown Todd LLP, Rosewood Court, 2101 Cedar Springs Road, Suite 900, Dallas, TX 75201, Attn: Rebecca L. Matthews (rmatthews@fbtlaw.com); (d) counsel to the Ad Hoc Group, (i) 200 Park Avenue, New York, NY 10166, Attn: Jayme Goldstein (jaymegoldstein@paulhastings.com); Isaac Sasson (isaacsasson@paulhastings.com); and William Reilly (williamreilly@paulhastings.com); Leonie Koch (leoniekoch@paulhastings.com), (ii) 2001 Ross Avenue, Suite 2700, Dallas, TX 75201, Attn: Charles Persons (charlespersons@paulhastings.com), and (iii) 600 Travis Street, 58th Floor, Houston, TX 77002, Attn: Schlea Thomas (schleathomas@paulhastings.com); and (e) counsel to the DIP Term Loan Agent, Paul Hastings LLP, 200 Park Avenue, New York, NY 10166, Attn: Alex Cota (alexcota@paulhastings.com) and Liz Loonam (lizloonam@paulhastings.com) (collectively, the “**Disclosure Parties**”) a notice of such person’s or Entity’s substantial ownership (a “**Substantial Stock Ownership Notice**”), in substantially the form annexed to the Order as **Exhibit 1A**, which describes specifically and in detail such person’s or Entity’s Beneficial Ownership of Common Stock, on or before the date that is the later of (x) twenty (20) calendar days after the entry of the order granting the requested relief or (y) ten (10) business days after such person or Entity qualifies as a Substantial Stockholder; provided that, for the avoidance of doubt, the other procedures set forth herein shall apply to any Substantial Stockholder even if no Substantial Stock Ownership Notice has been filed. At the election of the Substantial Stockholder, the Substantial Stock Ownership Notice to be filed with the Bankruptcy Court (but not the Substantial Stock Ownership Notice that is served upon the Disclosure Parties) may be redacted to exclude the Substantial Stockholder’s taxpayer identification number and the amount of Common Stock that the Substantial Stockholder Beneficially Owns.

3. Acquisition of Common Stock. At least twenty (20) business days prior to the proposed date of any transfer of Beneficial Ownership of Common Stock (including indirectly or through the issuance or transfer of Options to acquire Beneficial Ownership of Common Stock) or exercise of any Option to acquire Beneficial Ownership of Common Stock that would result in an increase in the amount of Common Stock Beneficially Owned by any person or Entity that currently is or, as a result of the proposed transaction, would be a Substantial Stockholder (a “**Proposed Acquisition Transaction**”), such acquiring or increasing person or Entity, or Substantial Stockholder (a “**Proposed Transferee**”) shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such Proposed Transferee’s intent to purchase, acquire, or otherwise accumulate Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock (an “**Acquisition Notice**”), in substantially the form annexed to the Order as **Exhibit 1B**, which describes specifically and in detail the Proposed Acquisition Transaction. At the election of the Proposed Transferee, the Acquisition Notice to be filed with the Bankruptcy Court (but not the Acquisition Notice that is served upon the Disclosure

Parties) may be redacted to exclude the Proposed Transferee's taxpayer identification number and the amount of Common Stock that the Proposed Transferee Beneficially Owns.

4. Disposition of Common Stock. At least twenty (20) business days prior to the proposed date of any transfer or other disposition of Beneficial Ownership of Common Stock (including indirectly or through the issuance or transfer of Options to acquire Beneficial Ownership of Common Stock) that would result in either a decrease in the amount of Common Stock Beneficially Owned by a Substantial Stockholder or a person's or Entity's ceasing to be a Substantial Stockholder (a "***Proposed Disposition Transaction***" and, together with a Proposed Acquisition Transaction, a "***Proposed Transaction***"), such person, Entity, or Substantial Stockholder (a "***Proposed Transferor***") shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such Proposed Transferor's intent to sell, trade, or otherwise transfer the Beneficial Ownership of Common Stock or Options to acquire Beneficial Ownership of Common Stock (a "***Disposition Notice***" and, together with an Acquisition Notice, a "***Trading Notice***"), in substantially the form annexed to the Order as Exhibit 1C, which describes specifically and in detail the Proposed Disposition Transaction. At the election of the Proposed Transferor, the Disposition Notice to be filed with the Bankruptcy Court (but not the Disposition Notice that is served upon the Disclosure Parties) may be redacted to exclude the Proposed Transferor's taxpayer identification number and the amount of Common Stock that the Proposed Transferor Beneficially Owns.

5. Notice of Status as a Majority Stockholder. Any person or Entity that currently is or becomes a Majority Stockholder shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such status (a "***Majority Stockholder Notice***"), in substantially the form annexed to the Order as Exhibit 1D, which describes specifically and in detail such person's Beneficial Ownership of Common Stock, on or before the date that is the later of (x) twenty (20) calendar days after the entry of the order granting the requested relief or (y) ten (10) business days after such person qualifies as a Majority Stockholder; provided that, for the avoidance of doubt, the other procedures set forth herein shall apply to any Majority Stockholder even if no Majority Stockholder Notice has been filed. At the election of the Majority Stockholder, the Majority Stockholder Notice to be filed with the Bankruptcy Court (but not the Majority Stockholder Notice that is served upon the Disclosure Parties) may be redacted to exclude the Majority Stockholder's taxpayer identification number.

6. Notice of Intent to Claim a Worthless Stock Deduction. At least twenty (20) business days before a Majority Stockholder files any federal income tax return, or any amendment to such a return, claiming a Worthless Stock Deduction for a tax year of the Majority Stockholder ending on or before the effective date of a chapter 11 plan of reorganization for the Debtors, such Majority Stockholder shall file with the Bankruptcy Court and serve upon the Disclosure Parties advanced written notice of the intended Worthless Stock Deduction (a "***Worthless Stock Deduction Notice***"), in substantially the form annexed to the Order as Exhibit 1E. At the election of the Majority Stockholder, the Worthless Stock Deduction Notice to be filed with the Bankruptcy Court (but not the Worthless Stock Deduction Notice that is served upon the Disclosure Parties) may be redacted to exclude the Majority Stockholder's taxpayer identification number.

7. Objection Procedures. The Debtors and the Ad Hoc Group shall have fifteen (15) business days after the filing of a Trading Notice or a Worthless Stock Deduction Notice

(the “**Objection Period**”) to file with the Bankruptcy Court and serve on a Proposed Transferee or a Proposed Transferor, as the case may be, or a Majority Stockholder, as applicable, an objection (each, an “**Objection**”) to any Proposed Transaction described in such Trading Notice or any Worthless Stock Deduction described in such Worthless Stock Deduction Notice. If the Debtors file an Objection by the expiration of the Objection Period (the “**Objection Deadline**”), then the applicable Proposed Transaction or Worthless Stock Deduction shall not be effective unless approved by a final and nonappealable order of the Bankruptcy Court. If the Debtors do not file an Objection by the Objection Deadline or if the Debtors (with the reasonable consent of the Ad Hoc Group) provide written authorization to the Proposed Transferee or the Proposed Transferor, as the case may be, or the Majority Stockholder, as applicable, approving the Proposed Transaction or the Worthless Stock Deduction prior to the Objection Deadline, then such Proposed Transaction or Worthless Stock Deduction may proceed solely as specifically described in the applicable Trading Notice or Worthless Stock Deduction Notice. Any further Proposed Transaction or Worthless Stock Deduction must be the subject of an additional Trading Notice or Worthless Stock Deduction Notice and Objection Period.

8. Notice of Order. Any person, Entity, or Nominee acting on such person’s or Entity’s behalf, who sells Beneficial Ownership of Common Stock to another person or Entity, shall be required to send a copy of the Notice of Order annexed to the Order as **Exhibit 1F** to the purchaser of such Beneficial Ownership of Common Stock or any Nominee acting on such purchaser’s behalf.

B. Noncompliance with the Procedures.

Any acquisition, disposition, trading of, or claim of Worthless Stock Deduction with respect to, Beneficial Ownership of Common Stock (including indirect ownership of, and Options to acquire, Beneficial Ownership of Common Stock) in violation of these Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to the Bankruptcy Court’s equitable powers under section 105(a) of the Bankruptcy Code. In the event that a Majority Stockholder claims a Worthless Stock Deduction in violation of these Procedures, such holder shall be required to file an amended federal income tax return revoking such deduction. Furthermore, any person or Entity that acquires, disposes of, trades, or claims a Worthless Stock Deduction with respect to, Beneficial Ownership of Common Stock (including indirect ownership of, and Options to acquire, Beneficial Ownership of Common Stock) in violation of these Procedures shall be subject to sanctions as provided by law.

C. Debtors’ Right to Waive.

The Debtors may, with the reasonable consent of the Ad Hoc Group, waive, in writing, any and all of the foregoing restrictions, stays, and notification procedures.

Exhibit 1A

Substantial Stock Ownership Notice

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

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

NOTICE OF SUBSTANTIAL STOCK OWNERSHIP

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas on _____, 2024, Docket No. (____), [Name of Filer] (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer Beneficially Owns² (including direct and indirect ownership):

- (i) _____ shares of Common Stock, and/or
- (iii) Options to acquire Beneficial Ownership of Common Stock,

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

For Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that are owned directly by the Filer, the table sets forth (a) the number of such shares and/or the number of shares underlying Options to acquire Beneficial Ownership of Common Stock Beneficially Owned by such Filer and (b) the date(s) on which such shares and/or Options to acquire Beneficial Ownership of Common Stock were acquired (categorized by class).

In the case of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that are not owned directly by the Filer but are nonetheless Beneficially Owned by the Filer,

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 Exhibit 1 to the Order.

the table sets forth (a) the name(s) of each record or legal owner of such shares of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer, (b) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock Beneficially Owned by such Filer, and (c) the date(s) on which such Common Stock and/or Options to acquire Beneficial Ownership of Common Stock were acquired (categorized by class).

<i>Class</i>	<i>Name of Owner</i>	<i>Shares Beneficially Owned</i>	<i>Shares Underlying Options Beneficially Owned</i>	<i>Date(s) Acquired</i>
Common Stock				

(Attach additional pages if necessary.)

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

(Name of Substantial Shareholder)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 20__

_____, _____

(City)

(State)

Exhibit 1B

Acquisition Notice

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

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

**NOTICE OF INTENT TO PURCHASE,
ACQUIRE, OR OTHERWISE ACCUMULATE COMMON STOCK**

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas on _____, 2024, Docket No. (____), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to purchase, acquire, or otherwise accumulate Beneficial Ownership² (including direct and indirect ownership) of one or more shares of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock and/or (ii) a proposed purchase, acquisition, or other accumulation of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that would result in an increase in the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer (any proposed transaction described in clauses (i) or (ii), a “**Proposed Transfer**”).

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Transfer involves the purchase or acquisition directly by the Filer of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock, the table sets forth (a) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock proposed to be purchased or acquired and (b) the date(s) of such Proposed Transfer (categorized by class).

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 Exhibit 1 to the Order.

2. If the Proposed Transfer involves the purchase or acquisition of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would increase the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer, the table sets forth (a) the name(s) of each such person or Entity that proposes to purchase or acquire such shares of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock, (b) the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock proposed to be purchased or acquired, and (c) the date(s) of such Proposed Transfer (categorized by class).

<i>Class</i>	<i>Name of Purchaser or Acquirer</i>	<i>Shares to be Purchased or Acquired</i>	<i>Shares Underlying Options to be Purchased or Acquired</i>	<i>Date(s) of Proposed Transfer</i>
Common Stock				

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock assuming that the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the consummation of the Proposed Transfer, the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock (a) that would be owned directly by the Filer and, (b) in the case of Beneficial Ownership by the Filer of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that would be owned by another person or Entity as record or legal owner, the name(s) of each prospective record or legal owner and the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that would be owned by each such prospective record or legal owner (categorized by class):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Beneficially Owned</i>	<i>Shares Underlying Options to Be Beneficially Owned</i>
Common Stock			

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a purchase or acquisition of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock directly by the Filer and such Proposed Transfer would result in

(a) an increase in the Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock by a person or Entity (other than the Filer) that currently is a Substantial Stockholder or (b) a person's or Entity's (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person or Entity, (ii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by such person or Entity currently (i.e., prior to the Proposed Transfer), and (iii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that would be Beneficially Owned by such person or Entity immediately following the Proposed Transfer (categorized by class).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Beneficially Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares to Be Beneficially Owned Following Proposed Transfer</i>	<i>Shares Underlying Options Beneficially Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares Underlying Options to Be Beneficially Owned Following Proposed Transfer</i>
Common Stock					

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

(Name of Declarant)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 20__

_____, _____

(City)

(State)

Exhibit 1C

Disposition Notice

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

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

**NOTICE OF INTENT TO SELL, TRADE,
OR OTHERWISE TRANSFER COMMON STOCK**

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas on _____, 2024, Docket No. (____), [Name of Filer] (the “**Filer**”) hereby provides notice of (i) its intention to sell, trade, or otherwise transfer or dispose of the Beneficial Ownership² (including direct and indirect ownership) of one or more shares of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock and/or (ii) a proposed sale, transfer, or disposition of the Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that would result in a decrease in the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer (any proposed transaction described in clauses (i) or (ii), a “**Proposed Transfer**”).

PLEASE TAKE FURTHER NOTICE that the following table sets forth the following information:

1. If the Proposed Transfer involves the sale, transfer, or disposition directly by the Filer of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock, the table sets forth (a) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock proposed to be sold, transferred, or disposed of and (b) the date(s) of such Proposed Transfer (categorized by class).

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 Exhibit 1 to the Order.

2. If the Proposed Transfer involves the sale, transfer or disposition of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock by a person or Entity other than the Filer, but the Proposed Transfer nonetheless would decrease the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer, the table sets forth (a) the name(s) of each such person or Entity that proposes to sell, transfer, or dispose of such Common Stock and/or Options to acquire Beneficial Ownership of Common Stock; (b) the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock proposed to be so sold, transferred, or disposed of; and (c) the date(s) of such Proposed Transfer (categorized by class).

<i>Class</i>	<i>Name of Transferor</i>	<i>Shares to Be Sold, Transferred, or Disposed Of</i>	<i>Shares Underlying Options to Be Sold, Transferred, or Disposed Of</i>	<i>Date(s) of Proposed Transfer</i>
Common Stock				

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that the following table summarizes the Filer's Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock assuming that the Proposed Transfer is approved and consummated as described above. The table sets forth, as of immediately following the consummation of the Proposed Transfer, the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock (a) that would be owned directly by the Filer and, (b) in the case of Beneficial Ownership by the Filer of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that would be owned by another person or Entity as record or legal owner, the name(s) of each prospective record or legal owner and the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that would be owned by each such prospective record or legal owner (categorized by class):

<i>Class</i>	<i>Name of Owner</i>	<i>Shares to Be Beneficially Owned</i>	<i>Shares Underlying Options to Be Beneficially Owned</i>
Common Stock			

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that if the Proposed Transfer involves a sale, transfer, or disposition of Beneficial Ownership of Common Stock and/or Options to acquire

Beneficial Ownership of Common Stock directly by the Filer and such Proposed Transfer would result in (a) a decrease in the Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock by a person or Entity (other than the Filer) that currently is a Substantial Stockholder or (b) a person's or Entity's (other than the Filer) becoming a Substantial Stockholder, the following table sets forth (i) the name of each such person or Entity, (ii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by such person or Entity currently (i.e., prior to the Proposed Transfer), and (iii) the number of shares of Common Stock and/or the number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that would be Beneficially Owned by such person or Entity immediately following the Proposed Transfer (categorized by class).

<i>Class</i>	<i>Name of Beneficial Owner</i>	<i>Shares Beneficially Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares to Be Beneficially Owned Following Proposed Transfer</i>	<i>Shares Underlying Options Beneficially Owned Currently (i.e., Prior to Proposed Transfer)</i>	<i>Shares Underlying Options to Be Beneficially Owned Following Proposed Transfer</i>
Common Stock					

(Attach additional page if necessary.)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

(Name of Declarant)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 20____
_____, _____
(City) (State)

Exhibit 1D

Majority Stockholder Notice

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

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

DECLARATION OF STATUS AS A MAJORITY STOCKHOLDER

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas on _____, 2024, Docket No. (____), [Name of Filer] (the “**Filer**”) hereby provides notice that, as of the date hereof, the Filer is/has become a Majority Stockholder.²

PLEASE TAKE FURTHER NOTICE that, as of _____, 20__, the Filer Beneficially Owns (including direct and indirect ownership) _____ shares of and/or interests in common stock (“**Common Stock**”). The following table sets forth the date(s) on which the Filer acquired such ownership or otherwise had ownership of such Common Stock in an amount sufficient for the Filer to qualify as a Majority Stockholder:

<i>Number of Shares of and/or Interests in Common Stock Beneficially Owned</i>	<i>Date(s) Acquired</i>

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 Exhibit 1 to the Order.

(Attach additional pages if necessary.)

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

(Name of 50-Percent Shareholder)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 20__

_____, _____

(City)

(State)

Exhibit 1E

Worthless Stock Deduction Notice

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

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

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the “**Order**”) entered by the United States Bankruptcy Court for the Southern District of Texas on _____, 2024, Docket No. (____), [Name of Filer] (the “**Filer**”) hereby provides notice of its intention to claim a Worthless Stock Deduction² with respect to its Beneficial Ownership of Common Stock (a “**Proposed Deduction**”).

PLEASE TAKE FURTHER NOTICE that, if applicable, on _____, 20__, the Filer filed a Declaration of Status as a Majority Stockholder with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that the Filer currently Beneficially Owns (including direct and indirect ownership) ____ shares of and/or interests in Common Stock (“**Common Stock**”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Deduction, the Filer proposes to claim a Worthless Stock Deduction with respect to its Beneficial Ownership of ____ shares of and/or interests in Common Stock. If the Proposed Deduction is permitted to occur, the Filer will be treated as having acquired ____ shares of and/or interests in Common Stock on the first day of the Filer’s next taxable year and shall be treated as never having owned such Common Stock during any prior year for the purposes of testing whether an Ownership Change has occurred.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of the Filer is _____.

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 shall have the meanings given to them in Exhibit 1 to the Order.

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, the Filer hereby declares that it has examined this Declaration and accompanying attachments (if any), and, to the best of its knowledge and belief, this Declaration and any attachments which purport to be part of this Declaration are true, correct, and complete.

[[IF APPLICABLE:] The Filer is represented by [name of law firm], [address], [phone], (Attn: [name of attorney]).]

Respectfully submitted,

(Name of Declarant)

By:

Name: _____

Address: _____

Telephone: _____

Facsimile: _____

Dated: _____, 20__

_____, _____

(City)

(State)

Exhibit 1F

Notice of Order

ATTENTION DIRECT AND INDIRECT HOLDERS OF, AND PROSPECTIVE HOLDERS OF, INTERESTS IN STOCK ISSUED BY THE CONTAINER STORE GROUP, INC.:

Upon the motion (the “**Motion**”) of The Container Store Group, Inc. and its affiliated companies (the “**Debtors**”),¹ on [], 2024, the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”), having jurisdiction over the chapter 11 cases of the Debtors, captioned as *In re The Container Store Group, Inc., et al.*, No. 24-() (the “**Chapter 11 Cases**”), entered an order establishing procedures (the “**Procedures**”) with respect to transfers of, and claims of worthless stock deductions by a Majority Stockholder (as defined herein) with respect to, its beneficial ownership (including direct and indirect ownership) of common stock issued by The Container Store Group, Inc., including options to acquire beneficial ownership of such common stock (collectively, the “**Common Stock**”).

In certain circumstances, the Procedures restrict (i) transactions involving, and require notices of the holdings of and proposed transactions by, any person, group of persons, or entity that is or, as a result of such a transaction, would become a Substantial Stockholder of the Common Stock (including options to acquire beneficial ownership of the Common Stock) and (ii) claims by any Majority Stockholder of a worthlessness deduction under section 165 of the Internal Revenue Code of 1986, as amended, with respect to its beneficial ownership of the Common Stock. For purposes of the Procedures, a “**Substantial Stockholder**” is any person or entity (within the meaning of applicable regulations promulgated by the U.S. Department of the Treasury, including certain persons making a coordinated acquisition of stock) that beneficially owns, directly or indirectly (and/or owns options to acquire) at least 155,300 shares of Common Stock (representing approximately 4.5% of all issued and outstanding shares of Common Stock), and a “**Majority Stockholder**” is any person that beneficially owns at least 1,725,620 shares of Common Stock (representing approximately 50% of all issued and outstanding shares of Common Stock) or any person that would be a “50-percent shareholder” (within the meaning of section 382(g)(4)(D) of the Internal Revenue Code of 1986, as amended) of Common Stock if such person claimed a worthless stock deduction with respect to its beneficial ownership of such securities. ***Any prohibited acquisition or other transfer of, or claim of a worthless stock deduction with respect to, beneficial ownership of Common Stock (including indirectly or through the grant or transfer of options to acquire beneficial ownership of Common Stock) will be null and void ab initio and may lead to contempt, compensatory damages, punitive damages, or sanctions being imposed by the Bankruptcy Court.***

The Procedures are available on the Case Website and on the docket of the Chapter 11 Cases, No. 24-(), which can be accessed via PACER at <https://www.pacer.gov>.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed noticing agent at <https://www.veritaglobal.net/thecontainerstore> (the “**Case Website**”). The location of the Debtors’ corporate headquarters and service address for purposes of these chapter 11 cases is: 500 Freepoint Parkway, Coppell, TX 75019.

The requirements set forth in the Procedures are in addition to the requirements of Bankruptcy Rule 3001(e) and applicable securities, corporate, and other laws and do not excuse noncompliance therewith.

A direct or indirect holder of, or prospective holder of, stock issued by The Container Store Group, Inc. that may be or become a Substantial Stockholder or a Majority Stockholder should consult the Procedures.

Dated: _____, 2024

BY ORDER OF THE COURT