

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

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

**DECLARATION OF DARLENE S. CALDERON REGARDING THE SOLICITATION
AND TABULATION OF VOTES ON THE PREPACKAGED JOINT PLAN OF
REORGANIZATION OF THE CONTAINER STORE GROUP, INC. AND
ITS DEBTOR AFFILIATES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Darlene S. Calderon, depose and declare under the penalty of perjury:

1. I am a Director, employed by Kurtzman Carson Consultants, LLC dba Verita Global (“Verita”), located at 222 North Pacific Coast Highway, Suite 300, El Segundo, California 90245.

I am over the age of 18 and not a party to this action.

2. I submit this declaration (this “Declaration”) with respect to the solicitation of votes and the tabulation of Ballots cast on the *Prepackaged Joint Plan of Reorganization of The Container Store Group, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 19] (as amended, supplemented, or otherwise modified from time to time, the “Plan”).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 ascribed to them in the Plan or the Solicitation Procedures Order (as defined herein), as applicable.



2490627250123000000000003

3. Prior to the commencement of these chapter 11 cases, the above captioned debtors and debtors in possession (collectively, the “Debtors”) engaged Verita as their claims, noticing and solicitation agent to assist with, among other things, (a) serving solicitation materials to the parties entitled to vote to accept or reject the Plan and (b) tabulating votes cast with respect thereto. Verita and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

4. On December 22, 2024, the Debtors filed the *Emergency Ex Parte Application for Entry of an Order Authorizing the Employment and Retention of Kurtzman Carson Consultants, LLC d/b/a Verita Global as Claims, Noticing, and Solicitation Agent* [Docket No. 4]. The Court entered an order approving the retention on December 23, 2024 [Docket No. 38].

5. On December 23, 2024, the Court entered the *Order (I) Scheduling Combined Hearing to Consider (A) Final Approval of Disclosure Statement, (B) Approval of Solicitation Procedures and Form of Ballot, 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 Reports; (VI) Conditionally Waiving Requirement to Convene the Section 341 Meeting of Creditors; (VII) Conditionally Approving the Disclosure Statement; and (VIII) Granting Related Relief* [Docket No. 81] (the “Solicitation Procedures Order”) establishing, among other things, the Solicitation Procedures.

6. Verita adhered to the procedures outlined in the Solicitation Procedures Order and caused the Ballots to be distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Verita's employees.

7. Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and/or my review of the relevant documents. I am authorized to submit this Declaration on behalf of Verita. If I were called to testify, I would testify competently as to the facts set forth herein.

A. Prepetition Solicitation

8. On December 21, 2024, prior to the filing of the Debtors' voluntary petitions, Verita commenced service of the Solicitation Packages via electronic mail on Holders of Class 3 Prepetition Term Loan Claims (the "Voting Class") that held such Claim as of December 18, 2024 (the "Voting Record Date"). A Certificate of Service evidencing Verita's service of the foregoing was filed with the Court on December 23, 2024 [Docket No. 51].

B. Postpetition Solicitation

9. Holders of Claims in Class 1 (Other Secured Claims), Class 2 (Prepetition ABL Claims), Class 4 (General Unsecured Claims), Class 5 (Subordinated Claims), Class 6 (Intercompany Claims), Class 7 (Intercompany Interests) and Class 8 (Existing Equity Interests) are not entitled to vote on the Plan (collectively, the "Non-Voting Classes"). Intercompany Claims and Intercompany Interests are all held by the Debtors or affiliates of the Debtors, and the Debtors are not required to serve Holders of Claims in Classes 6 and 7. In lieu of a Solicitation Package, the Non-Voting Classes (other than Holders of Claims in Classes 6 and 7) were served with the Notice of Non-Voting Status and applicable Release Opt-Out Form.

10. On or before December 27, 2024, Verita caused to be served the Notice of Non-Voting Status and applicable Release Opt-Out Form on the Non-Voting Classes. Furthermore, on or before December 27, 2024, Verita caused to be served the Combined Notice on the Debtors' full creditor matrix and on all other parties required to receive such notice pursuant to the Solicitation Procedures Order. A Certificate of Service evidencing Verita's service of the foregoing was filed with the Court on January 3, 2025 [Docket No. 116].

11. On or before December 24, 2024, Verita posted links to the electronic versions of the Combined Notice, Solicitation Procedures Order, Plan, and Disclosure Statement on the face of the public access website at <https://www.veritaglobal.net/thecontainerstore>.

12. Furthermore, on December 27, 2024, the Combined Notice was published in *The New York Times* and *USA Today*. An affidavit evidencing such publication was filed with the Court on January 3, 2025 [Docket No. 117].

13. Verita also forwarded the Notice of Non-Voting Status, applicable Release Opt-Out Form and Combined Notice upon Non-Voting parties whose packages were returned with a forwarding address. The supplemental certificate of service evidencing the foregoing was filed with the Court on January 20, 2025 [Docket No. 149].

C. The Tabulation Process.

14. In accordance with the Solicitation Procedures, Verita worked closely with the Debtors' advisors to identify the Holders of Claims in the Voting Class entitled to vote as of the Voting Record Date, and to coordinate the distribution of the Solicitation Package to such Holders. A detailed description of Verita's distribution of the Solicitation Package is set forth in the Certificates of Service [Docket Nos. 51, 116 and 149].

15. In accordance with the Solicitation Procedures, Verita reviewed, determined the validity of, and tabulated the Ballots submitted to vote on the Plan. To be included in the tabulation results as valid, a Ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant Holder entitled to vote on the Plan (or such Holder's authorized representative), (c) returned to Verita via mail or another approved method of delivery set forth in the Solicitation Procedures, and (d) received by Verita by 4:00 p.m. (prevailing Central Time) on January 21, 2025 (the "Voting Deadline"), unless extended by the Debtors.

16. All validly executed Ballots cast by Holders of Claims entitled to vote in the Voting Class received by Verita on or before the Voting Deadline were tabulated in accordance with the Solicitation Procedures.

17. I declare that the results of the voting by Holders of Claims in the Voting Class is set forth in **Exhibit A** hereto, which is a true and correct copy of the final tabulation of votes received by Verita. The Voting Class voted to accept the Plan by the requisite amounts under Section 1126(c) of the Bankruptcy Code.

18. Holders of Claims in the Voting Class that participated in the DIP Term Loan Facility had a portion of their Prepetition Term Loan Claims converted into DIP Roll-Up Term Loan Claims (such Holders, "Converted Holders"). However, as set forth in **Exhibit B** hereto,³ irrespective of whether the voting amounts of Converted Holders are excluded from the voting, the Voting Class still voted to accept the Plan by the requisite number of Holders and amounts under Section 1126(c) of the Bankruptcy Code.

³ The Converted Holders are not excluded for purposes of numerosity because not all Holders of Claims in the Voting Class participated in the DIP Term Loan Facility. Therefore, Exhibit B only excludes the voting amounts of Converted Holders.

19. Further, in accordance with the Solicitation Procedures, Verita also reviewed, determined the validity of, and tabulated the Release Opt-Out Forms submitted to opt out of the Releases. To be included in the tabulation results as valid, a Release Opt-Out Form must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant Holder entitled to opt out of the Releases (or such Holder's authorized representative), (c) returned to Verita via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Verita by the Voting Deadline.

20. Verita examined each Ballot and each Release Opt-Out Form to determine which parties opted out of the Third-Party Release. A report of the foregoing is attached hereto as **Exhibit C**.

D. Ballots That Were Not Counted.

21. Verita did not receive any Ballots that were not included in the tabulation above as not satisfying the requirements for a valid Ballot as set forth in the Solicitation Procedures Order for the reasons described therein.

E. Conclusion.

22. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission, and tabulation of Ballots in connection with the Plan is true. The Ballots received by Verita are stored at Verita's office and are available for inspection by or submission to this Court.

Dated: January 23, 2025

/s/ Darlene S. Calderon

Darlene S. Calderon

Director

Verita

222 N Pacific Coast Highway, 3rd Floor

El Segundo, CA 90245

Exhibit A

Exhibit A
Ballot Tabulation Summary

Class	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected	Class Accepted or Rejected
Class 3 - Term Loan Claims	0	84	84	0	100.00%	0.00%	\$157,716,473.07	\$157,716,473.07	\$0.00	100.00%	0.00%	Accepted

Exhibit A-1

Exhibit A-1
Class 3 Ballot Detail
Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Name on File - 15708772	01/14/2025	44	\$3,998,784.14	Accept
Name on File - 15708773	01/15/2025	56	\$1,632,187.01	Accept
Name on File - 15708774	01/15/2025	57	\$4,894,537.69	Accept
Name on File - 15708775	01/15/2025	54	\$737,857.65	Accept
Name on File - 15708776	01/15/2025	55	\$2,392,250.87	Accept
Name on File - 15708777	12/30/2024	1	\$8,754,780.09	Accept
Name on File - 15708778	12/30/2024	2	\$16,330,254.10	Accept
Name on File - 15708779	01/08/2025	14	\$810,524.86	Accept
Name on File - 15708780	01/08/2025	11	\$5,783,330.20	Accept
Name on File - 15708781	01/08/2025	13	\$36,944,193.45	Accept
Name on File - 15708782	01/08/2025	12	\$655,427.48	Accept
Name on File - 15708783	01/08/2025	10	\$513,593.09	Accept
Name on File - 15708784	01/21/2025	165	\$2,031,250.00	Accept
Name on File - 15708786	01/20/2025	159	\$1,106,355.63	Accept
Name on File - 15708787	01/21/2025	209	\$823,874.98	Accept
Name on File - 15708788	01/20/2025	147	\$831,796.89	Accept
Name on File - 15708789	01/20/2025	145	\$807,421.89	Accept
Name on File - 15708790	01/21/2025	195	\$1,092,583.84	Accept
Name on File - 15708791	01/20/2025	150	\$1,073,229.76	Accept
Name on File - 15708792	01/20/2025	161	\$1,402,570.95	Accept
Name on File - 15708793	01/21/2025	104	\$823,874.98	Accept
Name on File - 15708794	01/20/2025	148	\$1,224,843.75	Accept
Name on File - 15708795	01/21/2025	193	\$1,286,071.84	Accept
Name on File - 15708796	01/20/2025	162	\$1,092,583.84	Accept
Name on File - 15708797	01/20/2025	163	\$823,874.98	Accept
Name on File - 15708798	01/20/2025	151	\$982,704.78	Accept
Name on File - 15708799	01/20/2025	155	\$1,279,826.64	Accept
Name on File - 15708800	01/21/2025	197	\$823,874.98	Accept
Name on File - 15708801	01/20/2025	152	\$896,999.99	Accept
Name on File - 15708802	01/21/2025	191	\$1,011,854.40	Accept
Name on File - 15708803	01/20/2025	153	\$1,087,708.80	Accept
Name on File - 15708804	01/20/2025	154	\$1,711,358.54	Accept
Name on File - 15708805	01/20/2025	160	\$1,596,562.50	Accept
Name on File - 15708806	01/21/2025	194	\$1,239,713.93	Accept

Exhibit A-1
Class 3 Ballot Detail
Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Name on File - 15708807	01/20/2025	156	\$1,170,729.83	Accept
Name on File - 15708808	01/20/2025	149	\$1,287,171.45	Accept
Name on File - 15708809	01/21/2025	198	\$914,062.47	Accept
Name on File - 15708810	01/21/2025	196	\$1,793,010.41	Accept
Name on File - 15708811	01/20/2025	146	\$943,312.50	Accept
Name on File - 15708812	01/17/2025	76	\$1,114,143.60	Accept
Name on File - 15708813	01/17/2025	81	\$408,281.25	Accept
Name on File - 15708814	01/17/2025	80	\$610,900.60	Accept
Name on File - 15708815	01/17/2025	91	\$594,518.93	Accept
Name on File - 15708816	01/17/2025	102	\$1,720,177.30	Accept
Name on File - 15708817	01/17/2025	86	\$358,736.95	Accept
Name on File - 15708818	01/17/2025	88	\$211,519.20	Accept
Name on File - 15708819	01/17/2025	92	\$358,501.66	Accept
Name on File - 15708820	01/17/2025	79	\$222,199.57	Accept
Name on File - 15708821	01/17/2025	84	\$244,968.75	Accept
Name on File - 15708822	01/17/2025	83	\$691,465.57	Accept
Name on File - 15708823	01/17/2025	78	\$435,233.74	Accept
Name on File - 15708824	01/17/2025	89	\$408,281.25	Accept
Name on File - 15708825	01/17/2025	85	\$555,499.00	Accept
Name on File - 15708826	01/17/2025	99	\$191,421.60	Accept
Name on File - 15708827	01/17/2025	101	\$241,516.38	Accept
Name on File - 15708828	01/17/2025	98	\$1,041,348.23	Accept
Name on File - 15708829	01/17/2025	93	\$1,767,726.91	Accept
Name on File - 15708830	01/17/2025	77	\$236,017.29	Accept
Name on File - 15708831	01/17/2025	103	\$1,484,659.11	Accept
Name on File - 15708832	01/17/2025	87	\$408,281.25	Accept
Name on File - 15708833	01/17/2025	82	\$326,625.00	Accept
Name on File - 15708834	01/17/2025	90	\$568,981.21	Accept
Name on File - 15708835	01/17/2025	100	\$519,339.70	Accept
Name on File - 15708836	01/08/2025	4	\$1,595,838.89	Accept
Name on File - 15708837	01/08/2025	7	\$857,261.60	Accept
Name on File - 15708838	01/08/2025	6	\$1,561,997.96	Accept
Name on File - 15708839	01/08/2025	3	\$1,913,223.90	Accept
Name on File - 15708840	01/08/2025	5	\$1,494,717.60	Accept
Name on File - 15708841	01/08/2025	15	\$1,595,202.20	Accept

Exhibit A-1
Class 3 Ballot Detail
Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Name on File - 15708842	01/08/2025	9	\$903,282.47	Accept
Name on File - 15708843	01/08/2025	8	\$519,895.77	Accept
Name on File - 15708844	01/21/2025	164	\$609,375.00	Accept
Name on File - 15708845	01/21/2025	188	\$609,375.00	Accept
Name on File - 15708846	01/15/2025	50	\$1,882,564.82	Accept
Name on File - 15708847	01/15/2025	52	\$1,955,838.36	Accept
Name on File - 15708848	01/15/2025	53	\$1,967,620.46	Accept
Name on File - 15708849	01/15/2025	51	\$1,973,564.93	Accept
Name on File - 15708850	01/10/2025	24	\$968,063.53	Accept
Name on File - 15708851	01/10/2025	23	\$1,887,011.10	Accept
Name on File - 15708852	01/10/2025	22	\$2,400,589.80	Accept
Name on File - 15708853	01/16/2025	64	\$1,941,691.76	Accept
Name on File - 15708854	01/17/2025	105	\$812,500.00	Accept
Name on File - 15708855	01/16/2025	65	\$271,311.82	Accept
Name on File - 15708856	01/16/2025	63	\$668,256.87	Accept
	TOTAL:	Accept Reject	\$157,716,473.07 \$0.00	84 0

Exhibit B

Exhibit B
Ballot Tabulation Summary

Class	Not Tabulated	Members Voted	Members Accepted	Members Rejected	% Members Accepted	% Members Rejected	Total \$ Voted	\$ Accepted	\$ Rejected	% \$ Accepted	% \$ Rejected	Class Accepted or Rejected
Class 3 - Term Loan Claims	0	84	84	0	100.00%	0.00%	\$89,845,368.69	\$89,845,368.69	\$0.00	100.00%	0.00%	Accepted

Exhibit B-1

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Class 3 Ballot Detail
Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Name on File - 15708772	01/14/2025	44	\$2,160,266.31	Accept
Name on File - 15708773	01/15/2025	56	\$0.00	Accept
Name on File - 15708774	01/15/2025	57	\$0.00	Accept
Name on File - 15708775	01/15/2025	54	\$0.00	Accept
Name on File - 15708776	01/15/2025	55	\$0.00	Accept
Name on File - 15708777	12/30/2024	1	\$4,284,186.83	Accept
Name on File - 15708778	12/30/2024	2	\$7,991,275.48	Accept
Name on File - 15708779	01/08/2025	14	\$361,935.92	Accept
Name on File - 15708780	01/08/2025	11	\$2,582,517.90	Accept
Name on File - 15708781	01/08/2025	13	\$16,497,249.41	Accept
Name on File - 15708782	01/08/2025	12	\$292,677.96	Accept
Name on File - 15708783	01/08/2025	10	\$229,342.49	Accept
Name on File - 15708784	01/21/2025	165	\$2,031,250.00	Accept
Name on File - 15708786	01/20/2025	159	\$543,352.69	Accept
Name on File - 15708787	01/21/2025	209	\$390,747.94	Accept
Name on File - 15708788	01/20/2025	147	\$395,027.59	Accept
Name on File - 15708789	01/20/2025	145	\$381,859.47	Accept
Name on File - 15708790	01/21/2025	195	\$535,912.74	Accept
Name on File - 15708791	01/20/2025	150	\$525,457.06	Accept
Name on File - 15708792	01/20/2025	161	\$703,377.31	Accept
Name on File - 15708793	01/21/2025	104	\$390,747.94	Accept
Name on File - 15708794	01/20/2025	148	\$607,363.61	Accept
Name on File - 15708795	01/21/2025	193	\$640,440.92	Accept
Name on File - 15708796	01/20/2025	162	\$535,912.74	Accept
Name on File - 15708797	01/20/2025	163	\$390,747.94	Accept
Name on File - 15708798	01/20/2025	151	\$476,552.69	Accept
Name on File - 15708799	01/20/2025	155	\$637,067.08	Accept
Name on File - 15708800	01/21/2025	197	\$390,747.94	Accept
Name on File - 15708801	01/20/2025	152	\$430,252.32	Accept
Name on File - 15708802	01/21/2025	191	\$492,300.22	Accept
Name on File - 15708803	01/20/2025	153	\$533,279.10	Accept
Name on File - 15708804	01/20/2025	154	\$870,193.88	Accept
Name on File - 15708805	01/20/2025	160	\$1,596,562.50	Accept
Name on File - 15708806	01/21/2025	194	\$1,239,713.93	Accept

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Class 3 Ballot Detail
Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Name on File - 15708807	01/20/2025	156	\$578,129.61	Accept
Name on File - 15708808	01/20/2025	149	\$641,034.95	Accept
Name on File - 15708809	01/21/2025	198	\$439,470.01	Accept
Name on File - 15708810	01/21/2025	196	\$914,304.75	Accept
Name on File - 15708811	01/20/2025	146	\$455,271.76	Accept
Name on File - 15708812	01/17/2025	76	\$601,894.69	Accept
Name on File - 15708813	01/17/2025	81	\$408,281.25	Accept
Name on File - 15708814	01/17/2025	80	\$610,900.60	Accept
Name on File - 15708815	01/17/2025	91	\$594,518.93	Accept
Name on File - 15708816	01/17/2025	102	\$1,720,177.30	Accept
Name on File - 15708817	01/17/2025	86	\$358,736.95	Accept
Name on File - 15708818	01/17/2025	88	\$211,519.20	Accept
Name on File - 15708819	01/17/2025	92	\$358,501.66	Accept
Name on File - 15708820	01/17/2025	79	\$222,199.57	Accept
Name on File - 15708821	01/17/2025	84	\$244,968.75	Accept
Name on File - 15708822	01/17/2025	83	\$691,465.57	Accept
Name on File - 15708823	01/17/2025	78	\$435,233.74	Accept
Name on File - 15708824	01/17/2025	89	\$408,281.25	Accept
Name on File - 15708825	01/17/2025	85	\$555,499.00	Accept
Name on File - 15708826	01/17/2025	99	\$191,421.60	Accept
Name on File - 15708827	01/17/2025	101	\$241,516.38	Accept
Name on File - 15708828	01/17/2025	98	\$1,041,348.23	Accept
Name on File - 15708829	01/17/2025	93	\$1,767,726.91	Accept
Name on File - 15708830	01/17/2025	77	\$236,017.29	Accept
Name on File - 15708831	01/17/2025	103	\$1,484,659.11	Accept
Name on File - 15708832	01/17/2025	87	\$408,281.25	Accept
Name on File - 15708833	01/17/2025	82	\$326,625.00	Accept
Name on File - 15708834	01/17/2025	90	\$568,981.21	Accept
Name on File - 15708835	01/17/2025	100	\$519,339.70	Accept
Name on File - 15708836	01/08/2025	4	\$1,595,838.89	Accept
Name on File - 15708837	01/08/2025	7	\$857,261.60	Accept
Name on File - 15708838	01/08/2025	6	\$1,561,997.96	Accept
Name on File - 15708839	01/08/2025	3	\$1,913,223.90	Accept
Name on File - 15708840	01/08/2025	5	\$1,494,717.60	Accept
Name on File - 15708841	01/08/2025	15	\$1,595,202.20	Accept

Exhibit B-1
Class 3 Ballot Detail
Term Loan Claims

Creditor Name	Date Received	Ballot No.	Voting Amount	Vote
Name on File - 15708842	01/08/2025	9	\$903,282.47	Accept
Name on File - 15708843	01/08/2025	8	\$519,895.77	Accept
Name on File - 15708844	01/21/2025	164	\$609,375.00	Accept
Name on File - 15708845	01/21/2025	188	\$609,375.00	Accept
Name on File - 15708846	01/15/2025	50	\$1,017,019.48	Accept
Name on File - 15708847	01/15/2025	52	\$1,056,604.11	Accept
Name on File - 15708848	01/15/2025	53	\$1,062,969.17	Accept
Name on File - 15708849	01/15/2025	51	\$1,066,180.54	Accept
Name on File - 15708850	01/10/2025	24	\$0.00	Accept
Name on File - 15708851	01/10/2025	23	\$1,887,011.10	Accept
Name on File - 15708852	01/10/2025	22	\$2,400,589.80	Accept
Name on File - 15708853	01/16/2025	64	\$1,941,691.76	Accept
Name on File - 15708854	01/17/2025	105	\$438,937.52	Accept
Name on File - 15708855	01/16/2025	65	\$271,311.82	Accept
Name on File - 15708856	01/16/2025	63	\$668,256.87	Accept
	TOTAL:	Accept Reject	\$89,845,368.69 \$0.00	84 0

Exhibit C

Exhibit C
Opt-Out Summary

Creditor Name	Date Received	Ballot No.	Class	Opt-Out of Release
555 9th Street LP ⁽¹⁾	01/21/2025	215	4 - General Unsecured Claims	Yes
ARC SPSANTX00 1, LLC ⁽¹⁾	01/21/2025	216	4 - General Unsecured Claims	Yes
Arch Insurance North America	01/21/2025	201	1 - Other Secured Claims	Yes
Baybrook LPC, LLC	01/16/2025	106	4 - General Unsecured Claims	Yes
Beachwood Place Lifestyle LLC	01/17/2025	108	4 - General Unsecured Claims	Yes
Brightz, Ltd.	01/21/2025	208	4 - General Unsecured Claims	Yes
BV CenterCal Owner, LLC ⁽¹⁾	01/21/2025	222	4 - General Unsecured Claims	Yes
CHUG, INC.	01/10/2025	28	4 - General Unsecured Claims	Yes
Clean Scapes - Ausin LLC	01/15/2025	59	4 - General Unsecured Claims	Yes
Congressional Plaza Associates, LLC	01/21/2025	170	4 - General Unsecured Claims	Yes
Core Power Bridgepointe, LLC ⁽¹⁾	01/22/2025	182	4 - General Unsecured Claims	Yes
Coronado Center L.L.C.	01/17/2025	109	4 - General Unsecured Claims	Yes
County of Palm Beach	01/21/2025	207	4 - General Unsecured Claims	Yes
Duesenberg Topanga LLC	01/21/2025	206	4 - General Unsecured Claims	Yes
Dynegy Energy Services LLC	01/21/2025	203	1 - Other Secured Claims	Yes
Fashion Place, LLC	01/17/2025	112	4 - General Unsecured Claims	Yes
FEDERAL REALTY OP LP	01/21/2025	172	4 - General Unsecured Claims	Yes
Flatiron Property Holding, L.L.C. ⁽¹⁾	01/21/2025	219	4 - General Unsecured Claims	Yes
FP Pembroke Gardens, LLC	01/21/2025	175	4 - General Unsecured Claims	Yes
FRIT San Jose Town & Country Village	01/21/2025	176	4 - General Unsecured Claims	Yes
GCE International, Inc.	01/20/2025	135	4 - General Unsecured Claims	Yes
GGP-Tucson Mall L.L.P.	01/17/2025	115	4 - General Unsecured Claims	Yes
Grant Parish Sheriffs Sales Tax Fund	01/17/2025	119	4 - General Unsecured Claims	Yes
HGIT Briargate LLC	01/21/2025	211	4 - General Unsecured Claims	Yes
Inland Commercial Real Estate Services LLC	01/21/2025	202	4 - General Unsecured Claims	Yes
James Pohlmann Sheriff and Tax Collector ⁽¹⁾	01/22/2025	230	4 - General Unsecured Claims	Yes
KP IV NAVY, LLC DBA Annapolis Mall ⁽¹⁾	01/21/2025	218	4 - General Unsecured Claims	Yes
KRG Ashburn Loudoun LLC	01/21/2025	178	4 - General Unsecured Claims	Yes
KRG Dallas Lincoln Park, LLC	01/21/2025	174	4 - General Unsecured Claims	Yes
KRG Gaithersburg Downtown Crown, LLC	01/21/2025	169	4 - General Unsecured Claims	Yes
KRG Rivers Edge, LLC	01/21/2025	168	4 - General Unsecured Claims	Yes
Lisa Irving, on behalf of herself and all others similarly situated	01/21/2025	185	4 - General Unsecured Claims	Yes
Mark Cadigan and Mika Pyyhkala, on behalf of themselves and all others similarly situated	01/21/2025	183	4 - General Unsecured Claims	Yes
Mayfair Mall, LLC	01/17/2025	110	4 - General Unsecured Claims	Yes
Name on File - 15709044	01/21/2025	184	4 - General Unsecured Claims	Yes
Name on File - 15709045	01/21/2025	177	4 - General Unsecured Claims	Yes
Name on File - 15709163 ⁽¹⁾	01/22/2025	229	4 - General Unsecured Claims	Yes
Name on File - 15709374	01/20/2025	140	4 - General Unsecured Claims	Yes
Name on File - 15709486 ⁽¹⁾	01/21/2025	214	4 - General Unsecured Claims	Yes
Name on File - 15709512	01/13/2025	46	4 - General Unsecured Claims	Yes
Name on File - 15709576	01/21/2025	186	4 - General Unsecured Claims	Yes
Name on File - 15709706	01/21/2025	180	4 - General Unsecured Claims	Yes
Name on File - 15709961	01/19/2025	131	4 - General Unsecured Claims	Yes
Name on File - 15710261	01/20/2025	141	4 - General Unsecured Claims	Yes
Name on File - 15710290	01/20/2025	134	4 - General Unsecured Claims	Yes
Name on File - 15710435	01/18/2025	126	4 - General Unsecured Claims	Yes
Name on File - 15710947	01/09/2025	18	4 - General Unsecured Claims	Yes
Name on File - 15711171 ⁽¹⁾	01/22/2025	232	4 - General Unsecured Claims	Yes
Name on File - 15711434	01/21/2025	173	4 - General Unsecured Claims	Yes
Name on File - 15711547	01/16/2025	71	4 - General Unsecured Claims	Yes
Name on File - 15711596	01/13/2025	45	4 - General Unsecured Claims	Yes
Name on File - 15711614	01/13/2025	43	4 - General Unsecured Claims	Yes
Name on File - 15711861	01/20/2025	157	4 - General Unsecured Claims	Yes
Name on File - 15712134	01/11/2025	30	4 - General Unsecured Claims	Yes
Name on File - 15712458	01/09/2025	21	4 - General Unsecured Claims	Yes
Name on File - 15712635	01/20/2025	166	4 - General Unsecured Claims	Yes
Name on File - 15712712	01/07/2025	16	4 - General Unsecured Claims	Yes
Name on File - 15712755	01/10/2025	26	4 - General Unsecured Claims	Yes

⁽¹⁾ Debtors provided creditor with an extended deadline.

Exhibit C
Opt-Out Summary

Creditor Name	Date Received	Ballot No.	Class	Opt-Out of Release
Name on File - 15712812	01/12/2025	36	4 - General Unsecured Claims	Yes
Name on File - 15712939	01/17/2025	121	4 - General Unsecured Claims	Yes
Name on File - 15713031	01/15/2025	58	4 - General Unsecured Claims	Yes
Name on File - 15713092	01/18/2025	124	4 - General Unsecured Claims	Yes
Name on File - 15713172	01/12/2025	31	4 - General Unsecured Claims	Yes
Name on File - 15713616	01/19/2025	129	4 - General Unsecured Claims	Yes
Name on File - 15713722 ⁽¹⁾	01/22/2025	228	4 - General Unsecured Claims	Yes
Name on File - 15713806	01/17/2025	118	4 - General Unsecured Claims	Yes
Name on File - 15713875	01/10/2025	29	4 - General Unsecured Claims	Yes
Name on File - 15713934	01/09/2025	25	4 - General Unsecured Claims	Yes
Name on File - 15714121	01/20/2025	143	4 - General Unsecured Claims	Yes
Name on File - 15714227	01/17/2025	120	4 - General Unsecured Claims	Yes
Name on File - 15714330 ⁽¹⁾	01/22/2025	231	4 - General Unsecured Claims	Yes
Name on File - 15714652	01/13/2025	41	4 - General Unsecured Claims	Yes
Name on File - 15714669	01/10/2025	27	4 - General Unsecured Claims	Yes
Name on File - 15714730	01/18/2025	125	4 - General Unsecured Claims	Yes
Name on File - 15714950 ⁽¹⁾	01/21/2025	220	8 - Existing Equity Interests (Registered Shareholder)	Yes
Name on File - 15715114	01/21/2025	187	4 - General Unsecured Claims	Yes
Name on File - 15715408	01/09/2025	20	4 - General Unsecured Claims	Yes
Name on File - 15715917	01/13/2025	39	4 - General Unsecured Claims	Yes
Name on File - 15716152	01/12/2025	32	4 - General Unsecured Claims	Yes
Name on File - 15716397 ⁽¹⁾	01/21/2025	221	4 - General Unsecured Claims	Yes
Name on File - 15716410	01/16/2025	74	4 - General Unsecured Claims	Yes
Name on File - 15716906	01/15/2025	66	4 - General Unsecured Claims	Yes
Name on File - 15717405 ⁽¹⁾	01/22/2025	225	4 - General Unsecured Claims	Yes
Name on File - 15717707	01/20/2025	139	4 - General Unsecured Claims	Yes
Name on File - 15717909 ⁽¹⁾	01/22/2025	226	4 - General Unsecured Claims	Yes
Name on File - 15718028	01/12/2025	38	4 - General Unsecured Claims	Yes
Name on File - 15718275	01/21/2025	190	4 - General Unsecured Claims	Yes
Name on File - 15718283 ⁽¹⁾	01/22/2025	223	4 - General Unsecured Claims	Yes
Name on File - 15718465	01/21/2025	210	4 - General Unsecured Claims	Yes
Name on File - 15718507	01/20/2025	142	4 - General Unsecured Claims	Yes
Name on File - 15718588 ⁽¹⁾	01/22/2025	233	4 - General Unsecured Claims	Yes
Name on File - 15718853	01/09/2025	19	4 - General Unsecured Claims	Yes
Name on File - 15719463	01/14/2025	47	4 - General Unsecured Claims	Yes
Name on File - 15719489	01/21/2025	199	4 - General Unsecured Claims	Yes
Name on File - 15719681	01/13/2025	42	4 - General Unsecured Claims	Yes
Name on File - 15719786	01/15/2025	61	4 - General Unsecured Claims	Yes
Name on File - 15719839	01/16/2025	75	4 - General Unsecured Claims	Yes
Name on File - 15719846	01/13/2025	40	4 - General Unsecured Claims	Yes
Name on File - 15719896 ⁽¹⁾	01/22/2025	227	4 - General Unsecured Claims	Yes
Name on File - 15720041	01/15/2025	62	4 - General Unsecured Claims	Yes
Name on File - 15720081	01/18/2025	122	4 - General Unsecured Claims	Yes
Name on File - 15720092	01/17/2025	97	4 - General Unsecured Claims	Yes
Name on File - 15720303	01/12/2025	33	4 - General Unsecured Claims	Yes
Name on File - 15720341 ⁽¹⁾	01/22/2025	235	4 - General Unsecured Claims	Yes
Name on File - 15720579	01/19/2025	128	4 - General Unsecured Claims	Yes
Name on File - 15720713	01/21/2025	200	4 - General Unsecured Claims	Yes
Name on File - 15721038	01/19/2025	132	4 - General Unsecured Claims	Yes
Name on File - 15721163 ⁽¹⁾	01/21/2025	213	4 - General Unsecured Claims	Yes
Name on File - 15721297	01/17/2025	96	4 - General Unsecured Claims	Yes
Name on File - 15722087	01/17/2025	117	4 - General Unsecured Claims	Yes
Name on File - 20001	01/03/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20002	01/04/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20003	01/05/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20004	01/13/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20005	01/13/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20006	01/13/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20007	01/16/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes
Name on File - 20008	01/17/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	Yes

⁽¹⁾ Debtors provided creditor with an extended deadline.

Exhibit C
Opt-Out Summary

Creditor Name	Date Received	Ballot No.	Class	Opt-Out of Release
NOTABAG ⁽¹⁾	01/22/2025	234	4 - General Unsecured Claims	Yes
Oakbrook Shopping Center, LLC	01/17/2025	111	4 - General Unsecured Claims	Yes
PES PARTNERS LLC	01/21/2025	179	4 - General Unsecured Claims	Yes
PR/MRPI Eastgate C, LLC ⁽¹⁾	01/21/2025	217	4 - General Unsecured Claims	Yes
RPAI Vienna Tysons, L.L.C.	01/21/2025	171	4 - General Unsecured Claims	Yes
Saber Livingston LLC	01/16/2025	67	4 - General Unsecured Claims	Yes
Saber Livingston, LLC	01/16/2025	68	4 - General Unsecured Claims	Yes
Sapient Corporation	01/20/2025	136	4 - General Unsecured Claims	Yes
Short Pump Town Center, LLC	01/17/2025	113	4 - General Unsecured Claims	Yes
SPC Chapel Hill, Ltd.	01/21/2025	189	4 - General Unsecured Claims	Yes
STASHER INC.	01/16/2025	94	4 - General Unsecured Claims	Yes
STASHER INC.	01/16/2025	95	4 - General Unsecured Claims	Yes
Staten Island FS Anchor Parcel LLC	01/17/2025	114	4 - General Unsecured Claims	Yes
STEWO INTERNATIONAL AG	01/20/2025	138	4 - General Unsecured Claims	Yes
TEST RITE INTERNATIONAL CO, LTD/HOME ZONE	01/16/2025	72	4 - General Unsecured Claims	Yes
TEST RITE PRODUCTS CORP (Domestic warehouse)	01/14/2025	48	4 - General Unsecured Claims	Yes
Texas Attorney General	01/17/2025	107	4 - General Unsecured Claims	Yes
The Village at Gulfstream Park, LLC	01/21/2025	181	4 - General Unsecured Claims	Yes
Town Square Ventures, L.P.	01/21/2025	212	4 - General Unsecured Claims	Yes
Turbo Sales and Leasing	01/21/2025	167	4 - General Unsecured Claims	Yes
TXU Energy	01/21/2025	204	4 - General Unsecured Claims	Yes
TXU Energy Receivables Company LLC	01/21/2025	205	1 - Other Secured Claims	Yes
Westroads Mall, L.L.C.	01/17/2025	116	4 - General Unsecured Claims	Yes

Opt-Out Form Returned and Did Not Elect to Opt-Out

Creditor Name	Date Received	Ballot No.	Class	Opt-Out of Release
EnergyRx Consulting, LLC dba Neat Method	01/18/2025	123	4 - General Unsecured Claims	No
Johnson Equipment Co.	01/21/2025	192	4 - General Unsecured Claims	No
Name on File - 15709099	01/10/2025	34	4 - General Unsecured Claims	No
Name on File - 15709766	01/16/2025	70	4 - General Unsecured Claims	No
Name on File - 15709889	01/08/2025	17	4 - General Unsecured Claims	No
Name on File - 15710329	01/15/2025	60	4 - General Unsecured Claims	No
Name on File - 15711755	01/10/2025	37	4 - General Unsecured Claims	No
Name on File - 15712171	01/16/2025	73	4 - General Unsecured Claims	No
Name on File - 15714666	01/20/2025	158	4 - General Unsecured Claims	No
Name on File - 15715338	01/14/2025	49	4 - General Unsecured Claims	No
Name on File - 15719013	01/12/2025	35	4 - General Unsecured Claims	No
Name on File - 15719443	01/20/2025	144	4 - General Unsecured Claims	No
Name on File - 15720070 ⁽¹⁾	01/22/2025	224	4 - General Unsecured Claims	No
Name on File - 15720606	01/17/2025	137	4 - General Unsecured Claims	No
Name on File - 15721387	01/19/2025	127	4 - General Unsecured Claims	No
Name on File - 15722072	01/19/2025	130	4 - General Unsecured Claims	No
Name on File - 20009	01/04/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	No
Name on File - 20010	01/05/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	No
Name on File - 20011	01/07/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	No
Name on File - 20012	01/09/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	No
Name on File - 20013	01/20/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	No
Name on File - 20014	01/20/2025	N/A	8 - Beneficial Holders of Existing Equity Interests	No
National Retail Properties, LP	01/16/2025	69	4 - General Unsecured Claims	No
SUNWARE B.V.	01/20/2025	133	4 - General Unsecured Claims	No

⁽¹⁾ Debtors provided creditor with an extended deadline.