

**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	

**NOTICE OF FILING OF SECOND AMENDED
PLAN SUPPLEMENT TO THE FIRST AMENDED PREPACKAGED JOINT
PLAN OF REORGANIZATION OF THE CONTAINER STORE GROUP, INC. AND
ITS DEBTOR AFFILIATES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

On January 14, 2025, in connection with 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 may be amended, supplemented, or modified from time to time, including Docket No. 165, the “**Plan**”),² the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) filed the *Notice of Filing of Plan Supplement to 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. 132] (the including any exhibits and schedules thereto and as may be further amended, modified, or supplemented from time to time, the “**Plan Supplement**”).

On January 23, 2025, the Debtors filed the *Notice of Filing of First Amended Plan Supplement to 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. 170].

The Debtors hereby file the following amended document as part of the Plan Supplement, which replaces and supersedes all prior-filed versions of such document (which remain subject to ongoing negotiations among the Debtors and interested parties in accordance with the Plan and Transaction Support Agreement):

Exhibit	Plan Supplement Document
G	Directors and Officers of the Reorganized Debtors

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 otherwise defined herein have the meanings given to them in the Plan.



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Attached hereto as **Attachment 1** is a redline to reflect any amendments or modifications made to the document contained in this Plan Supplement since the prior-filed version.

On January 24, 2025, the Court entered the *Order (I) Approving Debtors' Disclosure Statement and (II) Confirming First Amended Prepackaged Joint Plan of Reorganization of the Container Store Group, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 181] confirming the Plan. The Plan Supplement has been deemed incorporated into and part of the Plan as if set forth therein in full. The documents and designations contained in this Plan Supplement are integral to, and considered part of, the Plan.

Subject to the terms and conditions of the Plan and the Transaction Support Agreement, the Debtors reserve the right to alter, modify, or supplement any document that is part of, or add any document to, the Plan Supplement. To the extent that the Debtors make any additional amendments or modifications to any documents that are part of the Plan Supplement (each, a “***Revised Plan Supplement Document***”), the Debtors shall file with the Court a redline comparing the Revised Plan Supplement Document against the relevant Plan Supplement document attached hereto for the convenience of the Court and all parties in interest. None of the information contained herein or in any Revised Plan Supplement Document shall be deemed final or binding on the Debtors prior to the Effective Date of the Plan.

The Plan Supplement, the Plan, the Disclosure Statement, and related materials can be obtained free of charge at the Debtors' public restructuring website maintained by Kurtzman Carson Consultants, LLC d/b/a Verita Global (the “***Solicitation Agent***”) at www.veritaglobal.net/thecontainerstore or by contacting the Solicitation Agent at (888) 251-3046 (U.S. / Canada, toll-free), (310) 751-2615 (International, toll), or www.veritaglobal.net/thecontainerstore/inquiry. In addition, such documents are available for inspection for a fee on the Court's electronic case filing system at www.tx.uscourts.gov using a PACER password (to obtain a PACER password, go to the PACER website at <http://pacer.psc.uscourts.gov>).

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN, OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, PLEASE CONTACT THE SOLICITATION AGENT AT THE NUMBER OR EMAIL ADDRESS SPECIFIED ABOVE. PLEASE NOTE THAT THE SOLICITATION AGENT CANNOT PROVIDE LEGAL ADVICE.

Dated: January 27, 2025
Houston, Texas

Respectfully submitted,

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

HUNTON ANDREWS KURTH LLP

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

Certificate of Service

I certify that on January 27, 2025, 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

EXHIBIT G

Directors and Officers of the Reorganized Debtors¹

The members of the Reorganized Board shall consist of a number of members determined by the Required Consenting Lenders in their sole discretion, which shall consist of members appointed in a manner determined by the Required Consenting Lenders in their sole discretion and set forth in the New Organizational Documents for Reorganized Parent.

The identity and affiliations of Persons presently proposed to serve on the Reorganized Board are as follows:

1. Satish Malhotra: A seasoned retail executive with decades of diverse experience, Satish Malhotra joined The Container Store in February 2021 as Chief Executive Officer and President. Satish has led the company through its articulation of a new brand purpose, the launch of the Organized Insider loyalty program and The Container Store App, the opening of its first small-format stores, significant eCommerce improvements, a renewed focus on the customer experience and Custom Spaces business, including an in-home design service, key additions to The Container Store leadership team, and the release of the company's first-ever sustainability report. In 2022, Satish led The Container Store through its strategic acquisition of ClosetWorks, and the launch of a premium, wood-based custom space line, Preston, alongside a new Custom Spaces brand architecture that pushes beyond custom closets. In 2024, the company's modular, Elfa Custom Spaces offering expanded with his oversight into key categories with the launch of Elfa Garage and enhanced functionalities with the launch of Decor+. In parallel, his focus on innovation and whole-home solutions drove the launch of The Everything Organizer, a private label collection of general merchandise products that complement The Container Store's Custom Spaces lines and can work in any area of the home. All these developments enable The Container Store to transform lives through the power of organization and address nearly any customer need. Under his leadership, initiatives like in-store mobile checkout, efficiencies in web order processing, and implementation of a new store communication tool led to the company being recognized as a 2023 Forbes Customer Experience All Star, further demonstrated by a consistent, strong net promoter score. Additionally, The Container Store App reached a 4.7 App Store rating, ranking within the top 200 apps in shopping. In 2022, The Container Store's branding campaign won Grand Prize and Strategy of the Year in the PR Daily Content Marketing Awards and Best Use of TikTok in Digiday's Content Marketing Awards. Before joining The Container Store, Satish held various leadership roles at prestige beauty retailer Sephora Americas for more than 20 years. He served most recently as Chief Retail Officer and Chief Operating Officer, responsible for leading Sephora's retail growth by expanding its in-store services and experiences, developing digitally

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enabled solutions, and by growing its off-mall store locations. In prior roles, he was responsible for Technology, Supply Chain, Store Development, Legal, Strategy and Partnerships, including the Sephora inside JCPenney (SiJCP) business, which now operates in over 600 stores. He also spent several years overseeing Sephora's expansion into Canada and Latin America. Highlights of his career at Sephora include: transforming Sephora's IT department to a Center of Excellence within parent company LVMH, launching all of Sephora's digital commerce properties (including website, mobile, social and CRM), strengthening Sephora's supply chain to enable 98% of online orders to be received by consumers within two business days, developing an off-mall store concept which dramatically improved Sephora's accessibility to its consumers, and led the efforts in creating Sephora's purpose of "inspiring fearlessness". Before joining Sephora, Satish was a Transaction Services Senior Associate at PwC. He is a Certified Public Accountant (inactive). Throughout his career, Satish has excelled at developing and growing new sales channels, solving complex "back of the house" problems with innovative solutions, and attracting and developing high-performing talent. Leveraging this expertise, he serves on the BigCommerce Board of Directors on the compensation committee. In 2020, the World Retail Forum presented him with the Innovation Leadership Award and D CEO recognized him as one of the most influential North Texas CEOs in 2023 and 2024. A graduate of the University of California, Berkeley, Walter A. Haas School of Business with a Bachelor of Science in Business Administration, Satish has also completed the LVMH Inspiring Entrepreneurs Senior Executive Leadership Program. Malhotra currently resides in Flower Mound, Texas, with his wife, two children and their Coton du Tulear.

2. Joel Bines: Mr. Bines is the Founder and Managing Partner of Spruce Advisory, a boutique advisory firm serving ambitious investors, boards and executives. For nearly two-decades prior, Mr. Bines led the global retail practice at the business consultancy AlixPartners, where he served as a highly respected performance-improvement change agent for a wide-range of retailers, brands and consumer businesses, including multiple domestic and international department stores. Mr. Bines is also the author of the 2022 bestselling retail strategy book, "The Metail Economy". Mr. Bines currently serves on the boards of Belk, Grocery Holdings, and the Martin Luther King Jr. Memorial Foundation.
3. Ian Greenhaus: Mr. Greenhaus joined Golub Capital in 2023 and is the Head of BSL Workout. Prior to joining Golub Capital, Mr. Greenhaus was a Managing Director on the Opportunistic Credit team at CIFC Asset Management, where he focused on credit and equity opportunities across stressed and distressed issuers. Prior to this position, he worked at Logen Asset Management as a Vice President, where he focused on distressed, event-driven, and leveraged credit and equity opportunities. Prior to that, Mr. Greenhaus worked at Whippoorwill Associates as a Senior Research Analyst, where he focused on middle market distressed situations. Mr. Greenhaus earned his BBA from the Emory University Goizueta Business School and he received an MBA from the NYU Stern School of Business.

4. Andrew Wadhams: Mr. Wadhams is the founder of *The Wadhams Group*, a consumer products consulting practice. Mr. Wadhams began his career in the Gap organization, where he led field operations and expansion within the Gap, GapKids, and Banana Republic brands both domestically and internationally. He ultimately was responsible for 800 locations generating \$1.4B in sales. After Gap, he specialized in taking PE-backed, distressed retail concepts, and improving both sales and profitability. He created 3 successful exits; two were acquired, while one launched a successful IPO. In addition, as COO of California Closets, Mr. Wadhams was tasked with creating a “Company Owned” division. His team assessed, (re)purchased, and integrated over 30 franchisees into a centralizing entity, successfully leveraging sales, manufacturing, and operational support to drive profitability. Mr. Wadhams attended Cal Poly, San Luis Obispo, and studied Social Sciences with a concentration in Industrial Relations. He is currently a Board Advisor the University of San Francisco’s School of Business Management, and on the Board of the Boy & Girls Clubs, San Leandro.

5. Michael Nicholson: Mr. Nicholson is currently President and Chief Operating Officer of J.Crew Group, Inc. He held the title of Interim Chief Executive Officer from April 11, 2019 until February 2, 2020 and served as Chief Financial Officer from January 2016 to August 2017. Previously, he was Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer of ANN, Inc. from December 2012 until August 2015. From 2007 to 2012, he served as Executive Vice President, Chief Financial Officer and Treasurer of ANN, Inc. Prior to that, he spent seven years at Limited Brands, Inc. holding various executive positions including Executive Vice President, Chief Operating Officer and Chief Financial Officer for Victoria’s Secret Beauty Company. Earlier in his career, Mr. Nicholson held senior positions at Colgate Palmolive and Altria Group, Inc. Mr. Nicholson received his bachelor's degree in accounting from Niagara University and his master's degree in business administration from St. John's University. Mr. Nicholson is also a Certified Public Accountant.

The composition of the board of directors, board of managers or other governing body of any direct or indirect wholly-owned subsidiary of the Reorganized Parent (each, a “Subsidiary Governing Body”) shall be comprised of one or more executive employees of any of the Companies or other individuals selected or approved by the Reorganized Board in accordance with the New Organizational Documents.

The identity and affiliations of Persons presently proposed to serve on the board of the Reorganized The Container Store Group, Inc. are as follows:

1. Jeff Miller: Jeff Miller has been with The Container Store since August 2013 and has served as our Chief Financial Officer since August 2020. Jeff is responsible for the business areas of Finance, Accounting, Real Estate, Information Security, Procurement and Internal Audit. Previously, Jeff served as our Vice President and Chief Accounting Officer. Prior to joining The Container Store, Jeff was at FedEx Office for over 10 years and served in a variety of roles with increasing responsibility, progressing to Vice President and Controller from 2008 until his departure. Jeff began his career as an auditor with Arthur Andersen and Ernst &

Young. He brings over 25 years of accounting and finance experience to the Chief Financial Officer role.

2. Satish Malhotra: *See bio above.*

The identity and affiliations of Persons presently proposed to serve on the board of the Reorganized The Container Store, Inc. are as follows:

1. Jeff Miller: *See bio above.*
2. Satish Malhotra: *See bio above.*

Each of the directors, managers, sole managers and officers of each of the Reorganized Debtors and Reorganized Parent shall serve pursuant to the terms of the applicable New Organizational Documents of such Reorganized Debtor or Reorganized Parent, as applicable, and may be designated, replaced, or removed in accordance with such New Organizational Documents.

The existing officers of the Debtors as of the Effective Date shall remain in their current capacities as officers of the Reorganized Debtors, subject to their right to resign and the ordinary rights and powers of the Reorganized Board to remove or replace them in accordance with the New Organizational Documents and any applicable employment agreements that are assumed pursuant to the Plan.

Except to the extent that a member of the board of directors of the Parent is designated in this exhibit to serve as a manager of the Reorganized Board on the Effective Date, the members of the board of directors of the Parent prior to the Effective Date shall have no continuing obligations to the Reorganized Debtors on or after the Effective Date, and each such director shall be deemed to have resigned or shall otherwise cease to be a director of the Reorganized Parent on the Effective Date.

ATTACHMENT 1

Redline of Directors and Officers of the Reorganized Debtors

EXHIBIT G

Directors and Officers of the Reorganized Debtors¹

The members of the Reorganized Board shall consist of a number of members determined by the Required Consenting Lenders in their sole discretion, which shall consist of members appointed in a manner determined by the Required Consenting Lenders in their sole discretion and set forth in the New Organizational Documents for Reorganized Parent.

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~~5. To be appointed in accordance with the New Organizational Documents.~~

~~The Debtors shall disclose the identity and affiliations of any other Person proposed to serve on the Reorganized Board or as a director, manager, or officer of a Reorganized Debtor as soon as such Persons are known and determined, to the extent determined prior to confirmation of the Plan. To the extent not so determined, such directors, managers, or officers will be appointed in accordance with the New Organizational Documents.~~

The composition of the board of directors, board of managers or other governing body of any direct or indirect wholly-owned subsidiary of the Reorganized Parent (each, a “Subsidiary Governing Body”) shall be comprised of one or more executive employees of any of the

Companies or other individuals selected or approved by the Reorganized Board in accordance with the New Organizational Documents.

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Except to the extent that a member of the board of directors of the Parent is designated in this exhibit to serve as a manager of the Reorganized Board on the Effective Date, the members of the board of directors of the Parent prior to the Effective Date shall have no continuing obligations to the Reorganized Debtors on or after the Effective Date, and each such director shall be deemed to have resigned or shall otherwise cease to be a director of the Reorganized Parent on the Effective Date.