

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)
:
Reorganized Debtors ¹ : (Jointly Administered)
:
----- X

**FIRST AND FINAL APPLICATION OF HUNTON ANDREWS KURTH LLP
AS CO-COUNSEL FOR THE DEBTORS FOR ALLOWANCE
AND PAYMENT OF FEES AND EXPENSES INCURRED FOR
THE PERIOD OF DECEMBER 22, 2024 THROUGH JANUARY 28, 2025**

Complex Case Fee Application Coversheet

Name of Applicant:	Hunton Andrews Kurth LLP	
Applicant's Role in Case:	Co-Counsel for the Debtors	
Docket No. of Employment Order(s):	Docket No. 196	
Interim Application () No. <u>N/A</u> Final Application (X)	First and Final Application	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	12/22/24	01/28/25
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Yes)		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Yes)		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? (Yes)		
Do expense reimbursements represent actual and necessary expenses incurred? (Yes)		

¹ The Reorganized Debtors in these cases, together with the last four digits of each Reorganized 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 Reorganized Debtors' mailing address is 500 Freeport Parkway, Coppell, TX 75019.



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Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$445,395.50
Total professional hours covered by this Application:	444.30
Average hourly rate for professionals:	\$1,002.47
Total paraprofessional fees requested in this Application:	\$0.00
Total paraprofessional hours covered by this Application:	0.00
Average hourly rate for paraprofessionals:	\$0.00
Total fees requested in this Application:	\$445,395.50
Total expense reimbursements requested in this Application:	\$6,249.40
Total fees and expenses requested in this Application:	\$451,644.90
Total fees and expenses awarded in all prior Applications:	N/A
<p>Plan Status: On January 24, 2025, the Court held a combined hearing on the <i>First Amended Prepackaged Joint Plan of Reorganization of The Container Store Group, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code</i> [Docket No. 165] (the “Plan”), and on that same date, the Court entered an Order [Docket No. 181] confirming the Plan. On January 28, 2025, the effective date under the Plan occurred [Docket No. 200].</p>	
<p>Primary Benefits: As bankruptcy co-counsel, Hunton advised lead co-counsel and the Debtors regarding substantive and procedural issues, including analysis and advice regarding bankruptcy local rules, practice, and procedures and Fifth Circuit law relevant for the restructuring, pleadings, and hearings. Hunton’s services provided significant benefits to the Debtors, including preserving the business, reducing the debt, providing access to new post-emergence term loan and revolving facilities, leaving general unsecured creditors unimpaired, confirming a plan of reorganization, and emerging from bankruptcy in less than two months to avoid the expenses of protracted bankruptcy cases.</p>	

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

**FIRST AND FINAL APPLICATION OF HUNTON ANDREWS KURTH LLP
AS CO-COUNSEL FOR THE DEBTORS FOR ALLOWANCE AND PAYMENT OF
FEES AND EXPENSES INCURRED FOR THE PERIOD OF
DECEMBER 22, 2024 THROUGH JANUARY 28, 2025**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this motion was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Hunton Andrews Kurth LLP (“*Applicant*” or “*Hunton*”) files this *First and Final Application of Hunton Andrews Kurth LLP as Co-Counsel for the Debtors for Allowance and Payment of Fees and Expenses Incurred for the Period of December 22, 2024 through January 28, 2025* (the “*Application*”), and respectfully states as follows:

¹ The Reorganized Debtors in these cases, together with the last four digits of each Reorganized 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 Reorganized Debtors’ mailing address is 500 Freeport Parkway, Coppell, TX 75019.

I. SUMMARY OF RELIEF REQUESTED

1. By this Application, Hunton, as co-counsel for the above-captioned reorganized debtors (collectively, the “**Debtors**” or “**Reorganized Debtors**” as applicable), requests entry of an order substantially in the form attached hereto:

- a) allowing Hunton on a final basis compensation and reimbursement of expenses in the amount of \$451,644.90 for the period from December 22, 2024 through January 28, 2025 (the “**Application Period**”);
- b) authorizing the Reorganized Debtors to disburse to Hunton the total amount of \$451,644.90; and
- c) granting such other relief as is just and appropriate under the circumstances.

2. In support of the relief requested in this Application, attached hereto are the following exhibits:

- Exhibit A – summary of timekeepers
- Exhibit B – summary of compensation requested by project category
- Exhibit C – summary of expense reimbursement requested by category
- Exhibit D – chart of customary and comparable compensation disclosures
- Exhibit E – detailed billing statements

II. JURISDICTION AND VENUE

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

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested in this Application are sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Bankruptcy Local Rules for

the Southern District of Texas (the “**Bankruptcy Local Rules**”), the Procedures for Complex Cases in the Southern District of Texas (the “**Complex Case Procedures**”), and the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “**U.S. Trustee Guidelines**”).

III. PROCEDURAL BACKGROUND

6. On December 22, 2024 (the “**Petition Date**”), the Debtors (i) filed voluntary petitions for relief in this Court commencing cases under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”) and (ii) filed the *Disclosure Statement for Prepackaged Joint Plan of Reorganization of the Container Store Group, Inc. and its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 18] (as modified, amended, or supplemented, the “**Disclosure Statement**”) and 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 modified, amended, or supplemented, the “**Plan**”).

7. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of the Chapter 11 Cases, is set forth in detail in the *Declaration of Chad E. Coben, Chief Restructuring Officer, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 6] (the “**First Day Declaration**”).

8. On December 23, 2024, the Court entered an order [Docket No. 36] pursuant to Bankruptcy Rule 1015(b) ordering joint administration of these Chapter 11 Cases and consolidation for procedural purposes only.

9. 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].

10. On January 14, 2025, 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] (including any exhibits and schedules thereto and as further amended, modified, or supplemented, the “**Plan Supplement**”).

11. On January 23, 2025, the Debtors filed modified versions of the Plan [Docket No. 165] and Plan Supplement [Docket No. 170].

12. On January 24, 2025, the Court held a combined hearing to consider the adequacy of the Disclosure Statement and confirmation of the Plan. On the same day, 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] (the “**Confirmation Order**”) confirming the Plan.

13. On January 27, 2025, the Debtors filed a second amended version of the Plan Supplement [Docket No. 194].

14. On January 28, 2025, the Effective Date (as defined in the Plan) occurred. *See Notice of (I) Entry of Combined Order, (II) Occurrence of Effective Date, and (III) Rejection Damages Bar Date* [Docket No. 200].

IV. HUNTON'S EMPLOYMENT AND COMPENSATION

15. On January 3, 2025, the Debtors filed the *Application of Debtors to Employ and Retain Hunton Andrews Kurth LLP as Bankruptcy Co-Counsel for the Debtors and Debtors-in-Possession* [Docket No. 108] (the “**Retention Application**”), which included the *Declaration of Timothy A. (“Tad”) Davidson II in Support of the Application to Employ and Retain Hunton Andrews Kurth LLP as Co-Counsel to the Debtors and Debtors-in-Possession* [Docket No. 108-1] and the engagement letter between the Debtors and Hunton, dated as of November 26, 2024 [Docket No. 108-2] (the “**Engagement Letter**”).

16. On January 28, 2025, the Court entered the *Order Authorizing the Employment and Retention of Hunton Andrews Kurth LLP as Co-Counsel for the Debtors and Debtors-in-Possession* [Docket No. 196] (the “**Retention Order**”).

17. The terms and conditions of Hunton's employment and compensation are set forth in the Retention Application and in the Engagement Letter, as modified by the Retention Order. Hunton has no agreement of any kind, express or implied, to divide with any other person or entity any portion of the compensation sought or to be received by it in these Chapter 11 Cases.

18. As disclosed in the Retention Application, before the Petition Date, the Debtors paid Hunton an aggregate amount of amount of \$768,550.50 as advance payment retainers. Before the Petition Date, Hunton invoiced the Debtors and the Debtors paid Hunton in the aggregate amount of \$510,670.50 in fees for services performed and \$8,990.00 in expenses incurred, including preparation for the commencement of and filing of the Chapter 11 Cases. As of the date hereof, Hunton still holds \$248,890.00 on account.

19. Hunton has not previously filed any applications for payment of fees and expenses and has not received any payments from the Debtors or Reorganized Debtors for fees and expenses for the Application Period. Below is a summary of the invoices showing the fees billed and expenses incurred by Hunton during the Application Period:

Invoice Period	Fees	Expenses	Unpaid Balance
12/22/24 to 12/31/24	\$78,660.50	\$818.40	\$79,478.90
01/01/25 to 01/28/25	\$366,735.00	\$5,431.00	\$372,166.00
Total	\$445,395.50	\$6,249.40	\$451,644.90

20. Hunton is submitting this Application for allowance on a final basis of compensation for services rendered in the total amount of \$445,395.50 and reimbursement of actual and necessary expenses in the total amount of \$6,249.40, for a total of \$451,644.90, for the Application Period.

V. CASE STATUS SUMMARY

21. During the Application Period, Hunton assisted the Debtors with the bankruptcy cases and worked with all parties in interest in preparation for a combined hearing to consider approval of the Disclosure Statement and confirmation of the Plan. Through the efforts of the Debtors and their advisors, the Debtors were able to confirm a plan of reorganization and emerge from bankruptcy in less than two months and avoid the expense of protracted bankruptcy cases.

22. Along with obtaining an expeditious confirmation of the Plan, Hunton assisted and advised the Debtors in resolving a number of other issues during the Chapter 11 Cases, including (i) obtaining Court approval of various first day relief and of the solicitation procedures and schedule for confirmation and related dates and deadlines; (ii) obtaining Court approval of the Debtors' debtor-in-possession financing facilities; (iii) negotiating with certain constituencies regarding the Plan and the Confirmation Order; (iv) responding to inquiries from creditors and

other parties in interest and providing information concerning the Chapter 11 Cases to such parties; and (v) providing legal advice regarding the Bankruptcy Local Rules, Complex Case Procedures, and local practices and procedures affecting the Debtors and these Chapter 11 Cases. Additional information relating to more specific work performed during the Application Period is provided in this Application and is set forth in the narratives in Hunton's detailed billing statements, attached as Exhibit E to this Application.

VI. SUMMARY OF SERVICES PERFORMED BY PROJECT CATEGORY

23. The professional services performed by Hunton on behalf of the Debtors during the Application Period are summarized by project category below.

24. **B110 - Case Administration: Hours: 45.5; Fees: \$45,212.50.** This compensation is sought for providing services and addressing issues related to the administration of these Chapter 11 Cases. Such services include, but are not limited to, (i) preparing for and participating in the first day hearing; (ii) preparing and revising motions and proposed orders for the first day hearing; (iii) addressing issues relating to service of pleadings on various parties; (iv) preparing and filing various motions, notices, and orders in the Chapter 11 Cases; (v) communicating with the U.S. Trustee on reporting and compliance matters; (vi) preparing for and participating in various meetings with the client and advisors; and (vii) addressing issues relating to updating service lists.

25. **B150 - Meetings of and Communications with Creditors: Hours: 10.0; Fees: \$10,263.50.** This compensation is sought for responding to inquiries from creditors, contract counterparties, and other parties in interest concerning the bankruptcy filing, the Plan, claims, and these Chapter 11 Cases generally.

26. **B160 - Fee / Employment Applications: Hours: 50.9; Fees: \$41,461.00.** This compensation is sought for providing services and addressing issues related to the retention of and terms of compensation for the Debtors' professionals in these Chapter 11 Cases. Such services

include, but are not limited to, (i) preparing employment applications for various estate professionals; (ii) communicating with estate professionals regarding customary provisions to include in proposed orders authorizing their employment; (iii) communicating with the U.S. Trustee to resolve informal objections and comments to the professionals' retention and proposed orders; (iv) revising retention orders based on the U.S. Trustee's comments; (v) preparing and filing of certificates related to retention applications; and (vi) advising other professionals regarding local rules and procedures for fee applications.

27. **B185 - Assumption / Rejection of Leases and Contracts:** **Hours: 7.7; Fees: \$7,720.50.** This compensation is sought for analyzing issues that were raised relating to the assumption or rejection of certain executory contracts and unexpired leases of certain contract counterparties. Further, this compensation is sought for analyzing Plan provisions relating to the assumption or rejection of executory contracts and unexpired leases.

28. **B230 - Financing / Cash Collections:** **Hours: 14.2; Fees: \$14,467.50.** This compensation is sought for providing services and addressing issues related to financing and cash collateral, including, but not limited to, (i) reviewing and revising the Debtors' proposed interim and final financing orders; (ii) analyzing evidentiary support for hearing on interim approval and final approval of financing; (iii) ensuring compliance with local procedures and rules regarding final financing order; (iv) analyzing revisions to final financing order and addressing informal comments to same; and (v) communicating with advisors and parties regarding the interim and final financing order.

29. **B260 – Board of Directors Matters:** **Hours: 134.6; Fees: \$137,948.50.** This compensation is sought for time spent investigating and producing the Investigation Report related to (i) potential claims or causes of action belonging to the Debtors against those of the

Released Parties (as defined in the plan) that were viewed as the most likely targets of potentially viable and/or valuable claims (the “*Identified Potential Targets*”) and (ii) prepetition transactions entered into by the Debtors that could have given rise to potential claims or causes of action against the Identified Potential Targets.

30. **B310 – Claims Administration and Objections: Hours: 0.8; Fees: \$769.00.** This compensation is sought for providing analysis and advice relating to the claims reconciliation process.

31. **B320 - Plan and Disclosure Statement (including Business Plan): Hours: 180.6; Fees: \$187,553.00.** This compensation is sought for addressing issues related to the Plan and Disclosure Statement, including, but not limited to: (i) ensuring compliance with applicable Court procedures, Bankruptcy Local Rules, and Complex Case Procedures; (ii) preparing for and participating in the hearing on conditional approval of disclosure statement; (iii) preparing for and participating in the combined hearing on final approval of disclosure statement and confirmation of the Plan; (iv) addressing questions relating to service and solicitation of the Plan; (v) analyzing comments and objections regarding the confirmation order and communicating with certain parties in interest regarding resolution of comments and objections, including the U.S. Trustee; (vi) reviewing and revising the proposed confirmation order and related documents for confirmation, including brief and plan supplements; (vii) finalizing and filing such documents and arranging for service of same; and (viii) analyzing open items relating to occurrence of Effective Date and closing of cases.

VII. REIMBURSEMENT REQUEST FOR EXPENSES INCURRED

32. Hunton requests reimbursement of its actual and necessary out-of-pocket expenses in the aggregate amount of \$6,249.40, which were incurred during the Application Period in connection with rendering services to the Debtors. A summary of all expenses is attached as

Exhibit C, and the detail supporting each expense category is included in Hunton's detailed billing statements in Exhibit E.

VIII. COMPENSATION REQUESTED FOR SERVICES RENDERED

33. Hunton requests allowance of compensation for professionals' fees in the total amount of \$445,395.50 for 444.3 hours of professional services rendered for the Debtors during the Application Period.

34. A description of the time spent and services rendered by each professional in each of the major areas of these Chapter 11 Cases is detailed in this Application. To aid the Court's evaluation of the reasonableness of the fees, a summary schedule setting forth the number of hours devoted by Hunton's professionals, the applicable billing rates, respective year of licensing, and fees sought is attached as Exhibit A. Additionally, a summary of fees sought for each project category is included on Exhibit B.

35. Hunton worked to restrict the number of lawyers involved in these Chapter 11 Cases to (a) maximize familiarity with the subject matter and avoid waste or duplicate efforts; (b) employ special expertise in a given field of law when necessary to do the best job possible with the least amount of effort; and (c) assign the performance of all tasks to the least-senior attorney capable of performing it consistent with sound legal representation and supervision.

36. Hunton also took care to avoid duplication of effort with its co-counsel, Latham & Watkins LLP, by dividing services when possible so that each firm handled different tasks that arose during the course of the Chapter 11 Cases.

37. Due to the nature of the Chapter 11 Cases and the complex legal issues presented coupled with the speed in which these issues needed to be addressed, a sizeable portion of senior attorney time was expended to efficiently and effectively represent the Debtors. It was also occasionally necessary for more than one attorney to participate in a given task or project to

adequately and completely represent the Debtors. Dual participation does not equate to duplication of effort, but rather promotes efficiency and prevents unnecessary duplication of effort in the future. Conferences, emails, and the preparation of memoranda were used as necessary to promote efficiency. Meetings and telephone conferences occasionally involved multiple separate subject matters and issues which were being handled by different attorneys.

IX. BASIS FOR RELIEF REQUESTED

38. The Application meets the standards and requirements under the Bankruptcy Code, Bankruptcy Rule 2016, and applicable case law. Section 330 of the Bankruptcy Code authorizes the Court to award Hunton “reasonable compensation for actual, necessary services rendered” and “reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1).

39. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

40. In assessing the reasonableness of attorneys' fees and expenses under section 330(a)(1) of the Bankruptcy Code, courts also apply the standards set forth in Bankruptcy Rule 2016 and the twelve factors from *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). See *In re First Colonial Corp. of Am.*, 544 F.2d 1291, 1298–99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977) (quoting and applying the *Johnson* factors to the determination of awards of attorneys' fees in bankruptcy cases). The *Johnson* opinion recognized that factors other than number of hours spent and the hourly rate normally charged may be considered in fixing the amount of reasonable attorneys' fees to be awarded in a bankruptcy proceeding. See *Johnson*, 488 F.2d at 717–20. Specifically, the *Johnson* factors are: (1) time and labor required; (2) novelty and difficulty of the questions; (3) skill requisite to perform the legal service properly; (4) preclusion of other employment by the attorney due to acceptance of the case; (5) customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or other circumstances; (8) amount involved and the results obtained; (9) experience, reputation, and ability of the attorneys; (10) “undesirability” of the case; (11) nature and length of the professional relationship with the client; and (12) awards in similar cases. *Johnson*, 488 F.2d at 717–19.

41. Rejecting the “hindsight” or “material benefit” standard that was originally set forth in *In re Pro-Snax Distributors, Inc.*, 157 F.3d 414 (5th Cir. 1998), the Fifth Circuit adopted a prospective standard based on whether the services of counsel were reasonably likely to benefit the estate at the time which they were rendered. See *Barron & Newburger, P.C. v. Tex. Skyline, Ltd. (In re Woerner)*, 783 F.3d 266, 276 (5th Cir. 2015). Indeed, the Fifth Circuit has since acknowledged that when awarding fees, “hindsight is irrelevant; retrospect is irrelevant; [and]

material benefit to the bankruptcy estate is irrelevant, [w]hat matters is that, prospectively, the choice to pursue a course of action was reasonable.” *Edwards Family P’ship, LP v. Johnson (In re Cmty. Home Fin. Servs., Inc.)*, 990 F.3d 422, 427 (5th Cir. 2021) (internal citation and quotation marks omitted).

42. As detailed in this Application, the professional services Hunton provided to the Debtors were reasonable, necessary, required a high degree of expertise, and such services produced substantial benefit. Accordingly, Hunton submits that its request for compensation is reasonable and proper, and that such factors and standards justify the allowance in full of the requested fees and expenses incurred in its representation of the Debtors during the Application Period. Further, the time Hunton spent on services rendered and the rates charged for such services were reasonable and necessary; as supported by the twelve *Johnson* factors—each of which are discussed in turn below.

(1) Time and Labor Required

43. Hunton provided 444.3 hours of professional services during the Application Period, and Hunton’s detailed billing statements, included in Exhibit E, list in detail all of the work performed for which compensation is sought. Specifically, the date the services were rendered, the individual performing such services, a description of the services, and the time expended, are all detailed. Hunton believes that such detail establishes that its request for compensation is reasonable. All of the services specified were actual and necessary for the Debtors to perform their statutory duties.

(2) *Novelty and Difficulty*

44. These Chapter 11 Cases involved a number of challenging operational and legal issues, including (i) unique facts and circumstances in light of the business and corporate structure of the Debtors, and (ii) the relatively short timeline for confirmation.

(3) *Skill Required to Perform the Legal Service Properly*

45. Bankruptcy is a specialized area of federal practice, requiring knowledge of the Bankruptcy Code and other related state and federal statutes and precedent. It also requires a working knowledge of a number of other areas of law regularly confronting the Debtors. Likewise, dealing with the complicated issues, many of which were on an expedited basis, required a substantial amount of skill.

(4) *Preclusion of Other Employment*

46. Hunton's representation in the Chapter 11 Cases did not preclude it from accepting other employment undertaken by Hunton.

(5) *Customary Fee*

47. The hourly rates for each Hunton professional are summarized in Exhibit A filed in support of this Application. These rates are commensurate with rates charged by attorneys with similar qualifications and experience at comparable law firms, and with rates charged to other Hunton clients. The hourly rates of Hunton compare favorably with average costs for similar legal services being provided by a national law firm, and also compare favorably with the rates of professionals in the Chapter 11 Cases. Hunton submits that the fees being sought herein are the same as (or lower than) they would have been in a non-bankruptcy matter of similar size and complexity.

(6) Whether the Fee Is Fixed or Contingent

48. Hunton's fee is neither fixed nor contingent other than the contingency of Court approval and available assets to pay professionals. It is based upon the actual total number of hours worked plus the actual costs incurred.

(7) Time Limitations Imposed by the Client or Other Circumstances

49. As noted previously, the relatively short timeline for confirmation of the Plan in these Chapter 11 Cases required Hunton to provide services on complicated issues on an expedited basis. Under such time limitations, Hunton provided services competently, efficiently and without duplication of effort thereby avoiding the expenses of delay and protracted bankruptcy cases for the benefit of all stakeholders.

(8) Amount Involved and Results Obtained

50. Hunton's actions in these Chapter 11 Cases assisted the Debtors and provided value to the process. The detailed billing statements in Exhibit E and the summary of work performed by task code in this Application detail Hunton's work during the Application Period. The detailed billing statements include the dates such services were rendered, the individual performing such services, a description of the services, and the time expended. Hunton believes that such information, as well as the information provided in this Application, establishes that its requested compensation is reasonable.

51. As a result of Hunton's efforts during the Application Period, the Debtors achieved a number of objectives vital to the Chapter 11 Cases, including preserving jobs and obtaining confirmation of the Plan in less than two months after the Petition Date.

(9) Experience, Reputation, and Ability of the Attorneys

52. Over many years, Hunton's attorneys have regularly appeared in significant representations, including bankruptcy cases throughout Texas and the United States. The attorneys are well-regarded in the legal community.

53. The Hunton attorneys involved in these Chapter 11 Cases bring years of combined experience in bankruptcy law and have substantial experience practicing in this Court and extensive familiarity with applicable Fifth Circuit bankruptcy law and also the relevant rules and procedures, including the Bankruptcy Local Rules and the Complex Case Procedures necessary for this engagement.

(10) "Undesirability" of Case

54. These Chapter 11 Cases were not undesirable. As in all bankruptcy cases, there is a risk that fees and expenses will not get paid when a firm agrees to represent a debtor. Due to these uncertainties, firms frequently elect not to represent a debtor.

(11) Nature and Length of the Professional Relationship with the Client

55. Hunton's engagement as co-counsel began before the Petition Date. As noted in the Retention Application, beginning in November, 2024, Hunton represented the Debtors as co-counsel in connection with all phases of the Debtors' restructuring efforts, including without limitation, the preparation for filing the Chapter 11 Cases.

(12) Awards in Similar Cases

56. Based on Hunton's experience in this district and throughout the country, Hunton's fees are in line with fees allowed in proceedings of similar scope for the services rendered and results obtained.

57. In sum, all twelve of the *Johnson* factors weigh in favor of the reasonableness of the compensation requested by Hunton in this Application.

X. STATEMENT PURSUANT TO THE U.S. TRUSTEE GUIDELINES

58. Pursuant to paragraph C.5 of Appendix B to the U.S. Trustee Guidelines, Hunton states as follows:

- a) **Question:** Did Hunton agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the Application Period?

Answer: No.

- b) **Question:** If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did Hunton discuss the reasons for the variation with the client?

Answer: Hunton's fees sought in this Application are not higher than 10% or more as compared to the estimates of fees provided to the Debtors.

- c) **Question:** Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?

Answer: No.

- d) **Question:** Does the Application include time or fees relating to reviewing or revising time records or preparing, reviewing, or revising invoices?

Answer: This Application does not include such time or fees other than in connection with the preparation of this Application.

- e) **Question:** Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information?

Answer: No.

XI. CONCLUSION

59. In sum, Hunton provided necessary services which were reasonably likely to benefit the estates at the time rendered. Taking into account all relevant factors, Hunton requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

60. Accordingly, Hunton respectfully requests entry of an order, substantially in the form attached hereto, (i) allowing Hunton compensation and reimbursement of expenses in the total amount of \$451,644.90, (ii) approving the allowed compensation and reimbursement of expenses on a final basis, (iii) authorizing the Debtors to disburse any unpaid amounts allowed, and (iv) granting such other and further relief as the Court deems just and proper.

Dated: February 26, 2025

Respectfully submitted,

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

HUNTON ANDREWS KURTH LLP

Timothy A. ("Tad") Davidson II (Texas Bar No. 24012503)

Ashley L. Harper (Texas Bar No. 24065272)

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Telephone: (713) 220-4200

Email: taddavidson@hunton.com

ashleyharper@hunton.com

pguffy@hunton.com

Co-Counsel for the Reorganized Debtors

STATEMENT OF CERTIFYING PROFESSIONAL

I hereby certify that I have read the foregoing Application and to the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is billed at rates, in accordance with practices, no less favorable than those customarily employed by Hunton in similar matters and generally accepted by Hunton's clients.

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

Timothy A. ("Tad") Davidson II

CERTIFICATE OF SERVICE

I certify that on February 26, 2025, a true and correct copy of the foregoing Application 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 A**Summary of Timekeepers Included in this Application**

Name	Title or Position	Department, group, or section	Date of first admission	Fees billed in this Application		Hours billed in this Application		Hourly rate billed in this Application		Number of rate increases since case inception
				2024	2025	2024	2025	2024	2025	
Timothy A. (“Tad”) Davidson II	Partner	Bankruptcy	11/03/1999	\$25,125.00	\$67,440.00	20.1	48.0	\$1,250	\$1,405	1
Joseph Rovira	Partner	Bankruptcy	11/07/2008	N/A	\$7,590.00	N/A	6.9	N/A	\$1,100	N/A
Brian M. Clarke	Partner	Bankruptcy	12/28/2012	\$2,507.00	\$33,840.00	2.3	28.8	\$1,090	\$1,175	1
Ashley L. Harper	Partner	Bankruptcy	11/07/2008	\$23,560.00	\$129,580.00	24.8	124.0	\$950	\$1,045	1
Philip M. Guffy	Associate	Bankruptcy	03/16/2016	\$10,920.00	\$58,804.50	12.0	59.1	\$910	\$995	1
Catherine A. Rankin	Associate	Bankruptcy	11/02/2018	\$3,360.00	\$3,132.50	4.2	3.5	\$800	\$895	1
Brandon Bell	Associate	Bankruptcy	12/03/2021	N/A	\$28,620.00	N/A	36.0	N/A	\$795	N/A
Kaleb Bailey	Associate	Bankruptcy	10/04/2023	\$5,474.00	\$34,845.00	9.2	50.5	\$595	\$690	1
Nicholas Monico	Associate	Bankruptcy	11/29/2023	N/A	\$1,771.00	N/A	2.2	N/A	\$805	N/A
Ross Rubin	Associate	Bankruptcy	01/15/2025	\$7,714.50	\$1,112.00	11.1	1.6	\$695	\$695	0
TOTAL				\$78,660.50	\$366,735.00	83.7	360.6			
				\$445,395.50		444.3				

EXHIBIT B**Summary of Compensation Requested by Project Category**

Project Code	Project Category	Hours Billed	Fees Sought
B110	Case Administration	45.4	\$45,212.50
B150	Meetings of and Communications with Creditors	10.0	\$10,263.50
B160	Fee / Employment Applications	50.9	\$41,461.00
B185	Assumption / Rejection of Leases and Contracts	7.7	\$7,720.50
B230	Financing / Cash Collections	14.2	\$14,467.50
B260	Board of Directors Matters	134.6	\$137,948.50
B310	Claims Administration and Objections	0.8	\$769.00
B320	Plan and Disclosure Statement (including Business Plan)	180.6	\$187,553.00
	TOTAL:	444.3	\$445,395.50

EXHIBIT C**Summary of Expense Reimbursement Requested by Category**

	Court Fees	Online Research	Copying	Total
12/22/24 to 12/31/24	\$723.40	\$95.00	\$0.00	\$818.40
01/01/25 to 01/28/25	\$301.30	\$21.70	\$5,108.00	\$5,431.00
Total:	\$1,024.70	\$116.70	\$5,108.00	\$6,249.40

EXHIBIT D**Customary and Comparable Compensation Disclosures**

Category of Timekeeper	Total Hours		Total Fees		Blended Hourly Rate ¹			
					Billed in this Application		Billed by Domestic Offices for Preceding Years (Excluding Bankruptcy)	
	2024	2025	2024	2025	2024	2025	2023	2024
Partner	47.2	207.7	\$51,192.00	\$238,450.00	\$1,084.58	\$1,148.05	\$939.02	\$1,025.82
Associate	36.5	152.9	\$27,468.50	\$128,285.00	\$752.56	\$839.01	\$576.70	\$678.36
All Timekeepers Aggregated	83.7	360.6	\$78,660.50	\$366,735.00	\$1,002.47		\$860.13	
	444.3		\$445,395.50					

¹ Consistent with the U.S. Trustee Guidelines, the blended hourly rates set forth in this chart are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the Application Period. The data for the “preceding years” is based on information from the Applicant’s last completed calendar years, which here include December 31, 2023 for 2024 rates and December 31, 2024 for 2025 rates.

EXHIBIT E

Detailed Billing Statements

HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP
600 TRAVIS, STE. 4200
HOUSTON, TX 77002

TEL 713 • 220 • 4200

EIN 54-0572269

INVOICE SUMMARY

The Container Store Group, Inc.
Attn: Tasha Grinnell
Chief Legal Officer and Secretary
500 Freeport Parkway
Coppell, TX 75019-3998

FILE NUMBER: 128349.0000001
INVOICE NUMBER: 131821636
DATE: 01/13/2025

CLIENT NAME: The Container Store Group, Inc.

BILLING ATTORNEY: TIMOTHY A DAVIDSON

IMPORTANT MESSAGE: The Firm's fiscal year ends on March 31st. We would appreciate having your outstanding invoices paid on or before that date. If you need further information to process our invoices, please let us know. Please follow the remittance instructions provided and contact us if you have any questions on expediting payment.

Thank you for your business and continued support of Hunton Andrews Kurth LLP.

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending December 31, 2024 per the attached itemization:

CURRENT INVOICE SUMMARY:

RE: (Hunton # 128349.0000001) Restructuring Options

Current Fees:	\$ 78,660.50
Current Charges:	818.40
CURRENT INVOICE AMOUNT DUE:	\$ 79,478.90

TO RECEIVE PROPER CREDIT, PLEASE ATTACH REMITTANCE COPY WITH PAYMENT.

FOR BILLING INQUIRIES, PLEASE CALL: 804-788-8555

To Pay By Mail:
HUNTON ANDREWS KURTH LLP
PO BOX 405759
ATLANTA, GA 30384-5759

To Pay by Wire Transfer or ACH:

Bank: [REDACTED]
Account Name: [REDACTED]
Account Number: [REDACTED]
ABA Transit: [REDACTED]
Swift Code (International): [REDACTED]

Information with Wire: File: 128349.0000001, Inv: 131821636, Date: 01/13/2025

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INVOICE SUMMARY-REMITTANCE PAGE

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RE: (Hunton # 128349.0000001) Restructuring Options

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2024:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
12/23/2024	B M CLARKE	B260	Continue work on report with investigation conclusions (1.2); analyze first day hearing for any relevant additions for investigation report (1.1).	2.30
12/23/2024	T A DAVIDSON	B110	Review first day filings (2.2); prepare for first day hearing (1.2); participate in first day hearing (1.3); and address post-hearing issues with orders and funding (1.6).	6.30
12/23/2024	P M GUFFY	B110	Review and revise first day motions (2.0); analyze revisions (.5); emails with Latham team regarding same (.5).	3.00
12/23/2024	P M GUFFY	B110	Prepare for first day hearing (3.3); present argument at first day hearing (1.3); review entered first day orders (.3); confer via email with Latham team regarding same (.2); review case calendar (.2); emails with Latham regarding same (.1); review and revise notices post-hearing based on first-day orders (.4); emails with Latham team regarding same (.3); prepare transcript request for first day hearing (.3).	6.40
12/23/2024	P M GUFFY	B110	Participate in strategy call with Latham team regarding first day hearing.	0.10
12/23/2024	P M GUFFY	B230	Review and revise interim DIP order (.6); emails with Latham team regarding same (.3).	0.90

HUNTON ANDREWS KURTH LLP
 CLIENT NAME: The Container Store Group, Inc.
 FILE NUMBER: 128349.0000001

INVOICE: 131821636
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 PAGE: 2

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
12/23/2024	A L HARPER	B320	Analyze solicitation procedures timeline and address open items on same (.8); review publication notice and combined notice of confirmation to answer questions related to proofs and timing (.7).	1.50
12/23/2024	A L HARPER	B110	Prepare for first day hearing by addressing open items and answering SDTX related questions for hearing (3.2); participate in first day hearing (1.3); provide guidance on service and notice issues (.5); review as-entered proposed orders and deadlines triggered from same (.8)	5.80
12/23/2024	A L HARPER	B230	Analyze inbound questions from landlords regarding DIP order (.4); review revised proposed interim DIP order (.2) and email to case manager informing of uploaded order (.1).	0.70
12/23/2024	A L HARPER	B150	Confer with FTI regarding initial debtor interview (.4) and provide guidance on draft report (.4).	0.80
12/23/2024	C A RANKIN	B160	Analyze initial draft HuntonAK retention application and related open items.	0.40
12/23/2024	R RUBIN	B260	Research relevant case and statutory law for drafting of Investigation Report.	2.00
12/24/2024	T A DAVIDSON	B260	Legal analysis of open issues related to estate release investigation.	1.60
12/24/2024	T A DAVIDSON	B110	Analysis of open US Trustee reporting matters.	0.70
12/24/2024	T A DAVIDSON	B110	Review first day orders (1.2); and analysis of related open issues (.9).	2.10
12/24/2024	P M GUFFY	B110	Address questions regarding creditor matrix.	0.20
12/24/2024	A L HARPER	B110	Review redacted creditor matrix and correspondence with Verita on matrix and service lists (.2); review deadlines related to publication notice (.2) and analyze noticing related to first day orders (.5).	0.90
12/24/2024	R RUBIN	B260	Prepare draft memorandum regarding legal research to be added to the draft Investigation Report.	1.00
12/26/2024	K T BAILEY	B110	Review draft notice of master service list and attachment (.3) and finalize the filing version as of same (.1).	0.40
12/26/2024	T A DAVIDSON	B320	Address legal issues with notice and timing of confirmation issues.	1.30

HUNTON ANDREWS KURTH LLP
 CLIENT NAME: The Container Store Group, Inc.
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INVOICE: 131821636
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
12/26/2024	T A DAVIDSON	B230	Review final DIP order issues.	1.10
12/26/2024	A L HARPER	B310	Analyze questions related to proof of claim form (.2); review of language in plan and DS regarding filing of claims (.3); review language for Verita website (.1).	0.60
12/26/2024	A L HARPER	B110	Review noticing issues and questions related to filing of initial master service list.	0.20
12/26/2024	A L HARPER	B320	Review status of notice, publication, and solicitation of plan-related documents (.2); and analyze open issues raised by Latham (.2).	0.40
12/26/2024	R RUBIN	B260	Revise research memorandum regarding legal research for the investigation report.	1.60
12/26/2024	R RUBIN	B260	Revise research for the memorandum of case law regarding legal issues for adding in the investigation report.	1.80
12/27/2024	T A DAVIDSON	B150	Additional follow up on open US Trustee matters.	1.30
12/27/2024	T A DAVIDSON	B260	Review and analyze outline for and open issues related to release investigation.	1.40
12/27/2024	T A DAVIDSON	B320	Analysis of open plan confirmation matters.	1.20
12/27/2024	P M GUFFY	B320	Emails with A. Ravin at Latham regarding confirmation briefing.	0.20
12/27/2024	P M GUFFY	B150	Review initial debtor interview report (.3); email C. Langenhorst regarding same (.1).	0.40
12/27/2024	A L HARPER	B160	Address open items with A&G Realty retention application (.1); correspondence with Latham regarding same (.1).	0.20
12/27/2024	A L HARPER	B150	Analyze open questions for the initial debtor report and interview (.3); confer with J. Goodyear and C. Coben at FTI regarding initial debtor interview and debtor requirements (.2); review initial drafts of initial debtor report (.5); continue reviewing reporting obligations and preparation for initial debtor interview (.6); address questions regarding and review of certificates of insurance for debtor report (.2).	1.80
12/27/2024	C A RANKIN	B160	Conduct research for HuntonAK retention application and related Davidson declaration (.4); review and revise HuntonAK retention application and related attachments (1.8).	2.20

HUNTON ANDREWS KURTH LLP
 CLIENT NAME: The Container Store Group, Inc.
 FILE NUMBER: 128349.0000001

INVOICE: 131821636
 DATE: 01/13/2025
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
12/27/2024	R RUBIN	B260	Research relevant transaction support agreements and case law for legal research issues for Investigative Report.	2.20
12/27/2024	R RUBIN	B260	Research relevant plan confirmation briefs and precedent for additions to the draft Investigation Report.	2.50
12/30/2024	K T BAILEY	B160	Revise A&G employment application with incremental edits based on final services agreement received (.2.1); correspond in emails with A&G counsel about the A&G employment application (.3); confirm accuracy of certain statements made in Hunton employment application (.6); revise Houlihan drafts with incremental edits (1.0).	4.00
12/30/2024	K T BAILEY	B110	Analyze filings and updates in cases from the past week (.1); assess relevant deadlines and open items based on the same (.1); and revise case calendar for tracking next steps (.1).	0.30
12/30/2024	T A DAVIDSON	B260	Continue review of investigation outline and related notes.	2.30
12/30/2024	T A DAVIDSON	B110	Review open items and participate in check in call with Latham.	0.80
12/30/2024	P M GUFFY	B110	Review and revise case calendar following analysis of upcoming deadlines (.2); participate in update call with Latham, Hunton AK teams (.3).	0.50
12/30/2024	A L HARPER	B160	Confer with Houlihan regarding retention papers (.3); revise Houlihan retention application (.8); review revised Hunton AK retention application, declaration, and proposed order (.8); review connection results for attachment to Hunton AK declaration (.6); review revised Latham retention application (.5); review updated FTI retention application (.6); provide guidance to FTI on retention papers (.4); revise draft A&G Realty retention application and related documents (.8) and correspondence with counsel for A&G Realty on same (.3).	5.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
12/30/2024	A L HARPER	B150	Review potential questions and documents requested by US Trustee for initial debtor interview in preparation with FTI team for initial debtor interview (.5); provide guidance on specific questions related to the Report (1.0); continue review of Report (.6); email with US Trustee analyst to discuss initial debtor interview logistics (.1).	2.20
12/30/2024	A L HARPER	B110	Participate in advisor call to coordinate on workstreams (.3); review open items on work in process list and upcoming deadlines (.2).	0.50
12/30/2024	A L HARPER	B185	Review inbound from Wells Fargo regarding forklift agreement (.1); assess potential responses with input from Latham (.1).	0.20
12/30/2024	A L HARPER	B320	Analyze potential issues to address in confirmation brief in anticipation of objections from SEC and US Trustee (.2); provide guidance for draft confirmation brief to Latham team (.2).	0.40
12/30/2024	C A RANKIN	B160	Analyze and address open items pertaining to Davidson declaration (1.1) and schedule to Davidson declaration for HuntonAK retention application (.5).	1.60
12/31/2024	K T BAILEY	B160	Revise A&G Realty employment application with incremental edits requested by A&G team (.4); revise FTI consulting employment application with incremental edits provided by FTI team (.9); analyze near final versions of employment applications for necessary filing version edits (2.7) and create filing checklist in anticipation of filing on January 3rd (.5).	4.50
12/31/2024	P M GUFFY	B185	Emails with Latham team regarding lease rejection issues.	0.30
12/31/2024	A L HARPER	B160	Review near-final retention applications for estate professionals (.5); confer with estate professionals regarding near-final draft retention applications (.5) and correspond with company regarding approval of same (.2).	1.20
12/31/2024	A L HARPER	B150	Review inbound from equity investor related to plan and treatment of equity (.1); prepare a proposed response for same (.4); correspondence with Latham and FTI on potential revised response (.1).	0.60

HUNTON ANDREWS KURTH LLP
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INVOICE: 131821636
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 PAGE: 6

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
12/31/2024	A L HARPER	B185	Analyze issues related to lease rejection damages based on Fifth Circuit precedent (.6); review plan language on rejection damages (.2); review inbound regarding certain utilities contract (.5); review language in utilities order to advise on next steps (.4).	1.70
TOTAL HOURS				83.70

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
B M CLARKE	Partner	2.30	1,090.00	2,507.00
T A DAVIDSON	Partner	20.10	1,250.00	25,125.00
A L HARPER	Partner	24.80	950.00	23,560.00
K T BAILEY	Associate	9.20	595.00	5,474.00
P M GUFFY	Associate	12.00	910.00	10,920.00
C A RANKIN	Associate	4.20	800.00	3,360.00
R RUBIN	Law Clerk	11.10	695.00	7,714.50
TOTAL FEES (\$)				78,660.50

TIME SUMMARY BY TASK CODE:

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	28.20	29,103.50
B150	Meetings of and Communications with Creditors	7.10	7,119.00
B160	Fee / Employment Applications	19.20	14,592.50
B185	Assumption / Rejection of Leases and Contracts	2.20	2,078.00
B230	Financing / Cash Collections	2.70	2,859.00
B260	Board of Directors Matters	18.70	16,846.50
B310	Claims Administration and Objections	0.60	570.00
B320	Plan and Disclosure Statement (including Business Plan)	5.00	5,492.00
		83.70	78,660.50

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 PAGE: 7

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	DATE	DESCRIPTION	AMOUNT
E106	Online Research			95.00
			TOTAL E106 ONLINE RESEARCH	95.00
E112	Court Fees	12/22/2024	Vendor: Guffy, Philip Invoice#: 7148358512311729 Date: 12/22/2024 Court Costs - Presley Pro Hac Vice Filing Fees	100.00
E112	Court Fees	12/22/2024	Vendor: Guffy, Philip Invoice#: 7148358512311729 Date: 12/22/2024 Court Costs - Quartarolo Pro Hac Vice Filing Fees	100.00
E112	Court Fees	12/22/2024	Vendor: Guffy, Philip Invoice#: 7148358512311729 Date: 12/22/2024 Court Costs - Shang Pro Hac Vice Filing Fees	100.00
E112	Court Fees	12/26/2024	Vendor: Judicial Transcribers of Texas LLC Invoice#: 69443 Date: 12/26/2024 The Container Store Group, Inc./First Day Motion Hearing Transcript	423.40
			TOTAL E112 COURT FEES	723.40
			TOTAL CURRENT EXPENSES (\$)	818.40

INVOICE SUMMARY:

Current Fees:	\$ 78,660.50
Current Charges:	818.40
CURRENT INVOICE AMOUNT DUE:	\$ 79,478.90

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Attn: Tasha Grinnell
Chief Legal Officer and Secretary
500 Freeport Parkway
Coppell, TX 75019-3998

FILE NUMBER: 128349.0000001
INVOICE NUMBER: 131822149
DATE: 01/31/2025

CLIENT NAME: The Container Store Group, Inc.

BILLING ATTORNEY: TIMOTHY A DAVIDSON

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Thank you for your business and continued support of Hunton Andrews Kurth LLP.

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending January 28, 2025 per the attached itemization:

CURRENT INVOICE SUMMARY:

RE: (Hunton # 128349.0000001) Restructuring Options

Current Fees: \$ 366,735.00
Current Charges: 5,431.00

CURRENT INVOICE AMOUNT DUE: \$ 372,166.00

OUTSTANDING INVOICE SUMMARY (FOR MATTER(S) ON THIS INVOICE):

INVOICE	MATTER #	DATE	BALANCE
131821636	0000001	01/13/2025	79,478.90

Outstanding Balance (for matter(s) on this invoice): 79,478.90

TOTAL AMOUNT DUE (including Current Invoice Amount Due): 451,644.90

TO RECEIVE PROPER CREDIT, PLEASE ATTACH REMITTANCE COPY WITH PAYMENT.

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Account Number: [REDACTED]
ABA Transit: [REDACTED]
Swift Code (International): [REDACTED]
Information with Wire: File: 128349.0000001, Inv: 131822149, Date: 01/31/2025

HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP
600 TRAVIS, STE. 4200
HOUSTON, TX 77002

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EIN 54-0572269

INVOICE DETAIL

The Container Store Group, Inc.
Attn: Tasha Grinnell
Chief Legal Officer and Secretary
500 Freeport Parkway
Coppell, TX 75019-3998

FILE NUMBER: 128349.0000001
INVOICE NUMBER: 131822149
DATE: 01/31/2025

CLIENT NAME: The Container Store Group, Inc.

BILLING ATTORNEY: TIMOTHY A DAVIDSON

IMPORTANT MESSAGE: The Firm's fiscal year ends on March 31st. We would appreciate having your outstanding invoices paid on or before that date. If you need further information to process our invoices, please let us know. Please follow the remittance instructions provided and contact us if you have any questions on expediting payment.

Thank you for your business and continued support of Hunton Andrews Kurth LLP.

RE: (Hunton # 128349.0000001) Restructuring Options

FOR PROFESSIONAL SERVICES RENDERED THROUGH JANUARY 28, 2025:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/01/2025	A L HARPER	B320	Analyze upcoming deadlines related to plan confirmation and filing brief.	0.30
01/01/2025	A L HARPER	B160	Review and revise Latham retention application (.1); analyze status of other professionals' retention applications (.1); review revised proposed order and declaration for filing (.1).	0.30
01/02/2025	K T BAILEY	B160	Revise all employment applications with filing version edits from professionals (3.4) and send for review (.1); finalize the filing versions of applications for Houlihan Lokey, FTI, and A&G Realty for any outstanding edits (.8).	4.30
01/02/2025	K T BAILEY	B110	Email Verita team regarding master service list (.1); revise master service list (.3); finalize filing version of master service list (.1).	0.50
01/02/2025	B R BELL	B260	Analyze notes from document review (1.5); drafting of investigation report concerning document review and conclusions from same (5.1).	6.60
01/02/2025	B M CLARKE	B260	Continue drafting investigation report sections detailing findings.	2.60
01/02/2025	T A DAVIDSON	B320	Review and respond to emails regarding confirmation issue (.4); and follow up analysis of same (1.2).	1.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/02/2025	A L HARPER	B185	Analyze lease rejection issues and relevant plan provisions (1.1); review requested stipulation related to utilities agreement (.6).	1.70
01/02/2025	A L HARPER	B150	Assess inbound from PwC (.4) and analyze provision in all trade order (.3).	0.70
01/02/2025	A L HARPER	B110	Initial debtor interview preparation with FTI (1.4); review and advise on questions related to the Report and requirements of debtor in possession (1.0).	2.40
01/02/2025	A L HARPER	B260	Analyze questions related to draft investigation report (.5) and assess content and structure for further factual development (.3).	0.80
01/02/2025	A L HARPER	B160	Review final revisions to retention applications of estate professionals and proposed orders (.6) and advise on SDTX local procedures for same (.5).	1.10
01/03/2025	K T BAILEY	B110	Analyze filings and case developments (.2), assess relevant deadlines based on the same (.1), and revise case calendar accordingly (.2).	0.50
01/03/2025	K T BAILEY	B160	Finalize Latham and Hunton applications for any outstanding edits (.5); correspondence with professionals regarding as-filed retention applications (.2).	0.70
01/03/2025	B R BELL	B260	Review of relevant loan and security documents in connection with preparation of report for Investigation Subcommittee of the Restructuring Committee (3.9); analyze relevant authorities regarding claims within the scope of plan releases (4.2); continue drafting report (1.3).	9.40
01/03/2025	B M CLARKE	B260	Continue work on investigation report sections detailing fiduciary duty findings (3.3) and work on sections addressing avoidable transfers (1.1).	4.40
01/03/2025	T A DAVIDSON	B320	Provide guidance on open plan-related issues from co-counsel.	1.10
01/03/2025	T A DAVIDSON	B160	Review and edit employment application and declaration for Hunton.	1.70
01/03/2025	A L HARPER	B320	Address inbound from Texas Comptroller on requested language for confirmation order by comparing against recent SDTX precedent (.3); analyze potential language for taxing authorities for confirmation (.3).	0.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/03/2025	A L HARPER	B110	Address questions concerning the MOR and PCR deadlines (.6); correspond with FTI team regarding upcoming initial debtor interview (.2) and correspond with US Trustee attorneys and analyst (.1).	0.90
01/03/2025	A L HARPER	B160	Revise Hunton AK retention application and declaration (.4); communications with Latham and FTI on parties in interest (.3); review finalized revisions to all five professionals' retention applications (.6).	1.30
01/03/2025	A L HARPER	B260	Analyze additional information to include related to releases in the draft investigation report.	1.80
01/04/2025	B R BELL	B260	Analyze additional authorities regarding claims within the scope of plan releases (1.3); review additional inserts for draft report to Investigation Subcommittee (.9); revise same (.2); continue drafting of report, including appendices to same (7.4).	9.80
01/04/2025	B M CLARKE	B260	Finalize initial drafts of sections of investigative report on fiduciary duties.	1.20
01/04/2025	J P ROVIRA	B260	Analyze certain issues relating to claims analysis.	0.50
01/05/2025	B R BELL	B260	Revise draft report for Investigation Subcommittee (1.7); draft additional sections (.9); revise appendices to report (1.8); prepare additional appendices (2.1).	6.50
01/05/2025	B M CLARKE	B260	Review internal comments to the investigation memorandum.	0.20
01/06/2025	K T BAILEY	B320	Analyze plan to understand conditions to effectiveness (1.9) and summarize related deadlines (1.2).	3.10
01/06/2025	B R BELL	B260	Revise investigation report based on comments to same.	0.40
01/06/2025	B M CLARKE	B260	Continue review of comments to investigation report (.8) and revise report (2.3).	3.10
01/06/2025	T A DAVIDSON	B320	Review and analyze open questions/issues from client regarding confirmation.	1.50
01/06/2025	T A DAVIDSON	B260	Address open issues on release investigation issues.	1.30
01/06/2025	P M GUFFY	B110	Review and revise case calendar and distribute updates to advisor team.	0.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/06/2025	A L HARPER	B110	Preparation for initial debtor interview report to be submitted to the US Trustee Analyst (1.0); advise FTI and CRO on guidelines and items to be covered in interview (.7).	1.70
01/06/2025	A L HARPER	B260	Review initial draft of investigation report (3.1); review lien analysis summary (.5); review interview summaries for additional information for report (.5).	4.10
01/06/2025	A L HARPER	B150	Review inbound from Jefferies regarding interest in claim purchases (.1) and provide update on same to FTI team (.1).	0.20
01/06/2025	A L HARPER	B320	Analyze confirmation open items and preparation (.8); advise on timing and deadlines for emergence checklist and open items for effectiveness (.8).	1.60
01/06/2025	J P ROVIRA	B260	Begin review of memorandum of claims analysis (1.0); analyze issues related to same (.8).	1.80
01/07/2025	B R BELL	B260	Review comments on draft investigation report (.1); respond to same (.1); prepare additional insert for report (.4).	0.60
01/07/2025	B M CLARKE	B260	Analyze progress on memorandum for investigation (.2), review J. Rovira comments (.2) and subsequent analysis of J. Rovira comments (.2); revise memorandum (.8); draft memorandum to investigation subcommittee for review in advance of January 8 meeting (.4).	1.80
01/07/2025	T A DAVIDSON	B320	Analysis of plan and confirmation related open issues (1.6); and review and edit the disclosure statement (1.2).	2.80
01/07/2025	P M GUFFY	B185	Confer with Latham regarding email from landlord (.2); review plan provisions regarding contract assumption/rejection (.5); emails with Latham team regarding same (.4).	1.10
01/07/2025	P M GUFFY	B320	Emails with Latham team regarding confirmation pleadings (.3); emails with B. Herskowitz regarding amended plan (.2); call with Latham team regarding confirmation issues (.3); post-call follow up regarding same (.2).	1.00
01/07/2025	A L HARPER	B260	Conference with CRO Chad Coben regarding update on investigation and findings (1.8); continue to review and revise report (1.3).	3.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/07/2025	A L HARPER	B230	Review DIP milestones and upcoming final DIP objection deadline (.2) and analyze related materials for final approval of DIP (.3).	0.50
01/07/2025	A L HARPER	B150	Respond to inbound from Wells Fargo regarding forklift agreement (.3); further respond to Jefferies on inbound (.1).	0.40
01/07/2025	A L HARPER	B110	Prepare for (.1) and participate in the initial debtor interview (.3); post-interview follow-up regarding reporting requirements (.2).	0.60
01/07/2025	A L HARPER	B320	Review confirmation milestones and prepare for confirmation hearing and effective date (.6); analyze progress on proposed confirmation order (.4); advise on filing of confirmation materials (.8); advise on evidentiary record for confirmation (.7).	2.50
01/07/2025	C A RANKIN	B110	Analyze open items and status of various workstreams.	0.20
01/07/2025	J P ROVIRA	B260	Review and revise memorandum concerning claims investigation (3.5); review correspondence with analysis related to same (.6); analyze findings of claims investigation (.5)	4.60
01/08/2025	B M CLARKE	B260	Prepare for meeting with investigation subcommittee (.4) and attend meeting (.5); research in connection with additional issue to address in report (.8) and revise report (1.5).	3.20
01/08/2025	T A DAVIDSON	B260	Address issues related to release investigation.	2.30
01/08/2025	P M GUFFY	B185	Emails with Latham team regarding assumption/rejection issues.	0.20
01/08/2025	P M GUFFY	B320	Revise confirmation order (3.8); emails with A. Harper regarding same (.2); emails with A. Harper regarding confirmation hearing (.1).	4.10
01/08/2025	A L HARPER	B260	Meeting with Investigation Subcommittee (.4); continue reviewing and revising draft investigation report based on feedback from Subcommittee and C. Coben (1.9).	2.30
01/08/2025	A L HARPER	B320	Continue reviewing additional language for the confirmation order (.9); and review of initial draft confirmation order (1.7).	2.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/09/2025	K T BAILEY	B110	Email Verita team regarding master service list (.1); revise master service list notice (.2); analyze certificate of no objection precedents (.2) and draft certificate of no objection regarding the motion to seal first day documents (.4).	0.90
01/09/2025	K T BAILEY	B320	Draft initial draft of notice of intent to adduce testimony from a remote location for confirmation hearing.	0.90
01/09/2025	B M CLARKE	B260	Review and comment on revisions to investigative report (.5) and emails with T Grinnell on facts to verify in report (.3); review correspondence from FTI and stockholder (.4).	1.20
01/09/2025	T A DAVIDSON	B320	Review emails from creditors (.6); review SEC letter and related issues (.5); and legal analysis of related release issues (.7).	1.80
01/09/2025	P M GUFFY	B320	Emails with Latham team regarding confirmation pleadings (.4); revise confirmation brief (2.6); emails with Latham team regarding SEC letter (.2).	3.20
01/09/2025	A L HARPER	B260	Analyze revisions to investigation report (.6) and assess additional information to supplement conclusions for report (.6).	1.20
01/09/2025	A L HARPER	B320	Review SEC letter and informal objection to confirmation (.5); analyze precedent on same to provide guidance for response (1.0); review and revise proposed confirmation order (1.0); revise initial draft of proposed confirmation brief and provide additional sections, including on the investigation (3.3).	5.80
01/09/2025	N S MONICO	B320	Analyze letter from the SEC regarding opt-out third-party releases (.2); analyze similar objections in SDTX precedent (.3); continue to research similar SEC opt-out third-party objections (1.7)	2.20
01/09/2025	R RUBIN	B260	Reviewed and provided proposed edits on draft of Investigative Report.	1.60
01/10/2025	B M CLARKE	B260	Review and comment on brief in support of confirmation (.6); revise investigative report to address stockholder letter and post-petition developments (1.5).	2.10
01/10/2025	P M GUFFY	B320	Review and revise confirmation brief (4.7); emails with Latham team regarding same (.5); review first amended plan (.3); emails with Latham team regarding same (.1).	5.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/10/2025	P M GUFFY	B150	Calls with creditors regarding bankruptcy case.	0.20
01/10/2025	A L HARPER	B230	Assess open items related to budget with FTI (.3); review proposed DIP order language from Texas taxing authorities (.1) and compare to recent precedent in SDTX (.4); review potential revisions for draft proposed final DIP order (.6).	1.40
01/10/2025	A L HARPER	B320	Review revised confirmation brief (1.0) and supplement legal arguments with recent SDTX precedent (1.3).	2.30
01/10/2025	A L HARPER	B150	Review inbound from utility provider and proposed response for same.	0.20
01/10/2025	A L HARPER	B260	Continue reviewing and implementing revisions to investigation report (1.2); consider evidentiary record for confirmation as it relates to investigation findings (1.2).	2.40
01/11/2025	T A DAVIDSON	B260	Review draft report on investigation.	2.20
01/11/2025	A L HARPER	B230	Analyze revisions to proposed final DIP order (.4); correspond with counsel for Texas taxing authorities regarding proposed DIP order (.1).	0.50
01/11/2025	A L HARPER	B320	Review revisions to confirmation order (1.4); review language to address informal comments from parties (.5); analyze questions related to further revised confirmation brief (.8).	2.70
01/12/2025	P M GUFFY	B320	Review and revise confirmation declarations (1.1); emails with Latham team regarding same (.2).	1.30
01/12/2025	A L HARPER	B230	Review revisions to proposed final DIP order from lenders (.8); advise Latham team regarding revisions based on SDTX procedures and rules (.3); analyze further revisions and comments to proposed final DIP order (1.1).	2.20
01/12/2025	A L HARPER	B320	Review of initial draft confirmation declarations and provide comments to same (1.6); review proposed modifications to draft plan (.3); continue revising certain sections of the confirmation brief related to the investigation (1.9); review draft plan confirmation materials along with comments received from lenders' counsel (1.5).	5.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/13/2025	K T BAILEY	B160	Analyze certificate of no objection precedent for retention applications (.4); draft certificate of no objection form for retention applications (.7); draft certificates of no objection for LW retention application (.3), HAK retention application (.3), HL retention application (.3), FTI retention application (.3), and A&G retention application (.3); revise retention application certificates of no objection with uniform edits based on feedback received (.3).	2.90
01/13/2025	K T BAILEY	B230	Analyze cash management final order certificate of no objection precedent (.2); draft certificate of no objection regarding final cash management order (.6).	0.80
01/13/2025	K T BAILEY	B110	Analyze filings and events of the week (.1), assess relevant deadlines based on the same (.1), and revise case calendar accordingly (.1).	0.30
01/13/2025	B M CLARKE	B260	Emails with Tasha Grinnell to confirm open issues in report (.3) and revise report (.4); analyze revisions (.2); review and revise portions of Chad Coben declaration addressing investigation and report (.8).	1.70
01/13/2025	T A DAVIDSON	B320	Edit confirmation declarations (1.2); and address investigation issues for plan confirmation (1.6).	2.80
01/13/2025	P M GUFFY	B230	Participate in call with Latham team regarding final DIP order.	0.40
01/13/2025	P M GUFFY	B160	Review FTI supplemental declaration (.4); emails with Latham team, FTI team regarding same (.2).	0.60
01/13/2025	P M GUFFY	B320	Review revised confirmation brief.	0.80
01/13/2025	P M GUFFY	B110	Review and revise case calendar (.2) and distribute summary of updates on same (.1).	0.30
01/13/2025	A L HARPER	B160	Review updated parties in interest list for potential supplemental disclosure (.2); review emails from FTI regarding supplemental disclosures (.1); provide comments on certificates of no objection related to the retention applications (.1).	0.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/13/2025	A L HARPER	B320	Review revisions to plan supplement documents (.7); analyze comments and open items for plan supplement (.3); continue to revise confirmation brief with respect to investigation findings (.6) and analyze evidence in Coben declaration with respect to investigation findings (.6).	2.20
01/13/2025	A L HARPER	B230	Continue review of revised final DIP order (1.0); analyze open items for finalizing final DIP order (.3); review correspondence regarding proposed language inserts to resolve comments (.3); participate in call with lenders' counsel regarding DIP order (.2).	1.80
01/13/2025	A L HARPER	B260	Continue to implement revisions to investigation report (2.0); analyze comments for supplementing investigation report (.3) review report for purposes of evidentiary record for confirmation hearing (1.6).	3.90
01/13/2025	C A RANKIN	B160	Analyze revised parties-in-interest list for potential supplemental declaration.	0.40
01/14/2025	K T BAILEY	B320	Draft initial draft of agenda for the confirmation hearing (2.4) and initial draft of the witness and exhibit list for the confirmation hearing (2.9).	5.30
01/14/2025	K T BAILEY	B110	Revise certificate of no objection regarding motion to seal first day documents with filing version edits (.1) and file the same (.1).	0.20
01/14/2025	B M CLARKE	B260	Continue to address open items for report (.3); review and comment on updates to report (1.2).	1.50
01/14/2025	T A DAVIDSON	B260	Review and edit draft investigation report.	4.30
01/14/2025	P M GUFFY	B160	Emails with FTI team regarding supplemental declaration.	0.10
01/14/2025	P M GUFFY	B320	Draft notice of filing of plan supplement (.3); emails with Latham team regarding same (.2); call with Latham team regarding plan supplement (.2); review draft voting declaration (.4); emails with Latham team regarding same (.2); review plan supplement documents for filing (.2).	1.50
01/14/2025	P M GUFFY	B230	Emails with A. Ravin regarding objections to final DIP order.	0.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/14/2025	A L HARPER	B260	Analyze comments and revisions to investigation report (3.2); continue to supplement report (1.2).	4.40
01/14/2025	A L HARPER	B320	Review updated plan supplement documents (1.5) and cover pleading for notice of plan supplement (.1); review voting declaration (.2); analyze open items on call with Latham team (.4); provide guidance on certain revisions to the confirmation brief (2.5).	4.70
01/14/2025	A L HARPER	B150	Analyze Spectrum inbound regarding accounts (.1) and confer with FTI team on same (.1).	0.20
01/15/2025	K T BAILEY	B160	Analyze supplemental declaration precedent in SDTX for investment bankers (.8); draft initial draft of supplemental declaration for Houlihan Lokey (2.0).	2.80
01/15/2025	B M CLARKE	B260	Summarize comments received to report (.4) and address open items on investigation report (.3); prepare brief memorandum and send report to investigation subcommittee (.3); virtual meeting with investigation subcommittee (.4); final review and revisions to report (.4) and draft cover memo and deliver report to full board of directors (.7).	2.50
01/15/2025	T A DAVIDSON	B260	Continue analysis and review of investigation report.	3.10
01/15/2025	P M GUFFY	B160	Review FTI supplemental declaration (.4); emails with FTI team regarding same (.1).	0.50
01/15/2025	P M GUFFY	B320	Emails with LW team regarding confirmation brief (.3); emails with LW team regarding confirmation order (.2); draft email for A. Ravin regarding response to landlord comments to confirmation order (1.2).	1.70
01/15/2025	P M GUFFY	B230	Review and revise certificates of no objection for final cash management and DIP orders (.5); emails with court regarding same (.2).	0.70
01/15/2025	P M GUFFY	B230	Emails with LW team regarding final DIP order (.3); review and revise same (.6).	0.90
01/15/2025	P M GUFFY	B150	Call with creditor's counsel regarding opt out form (.2); emails with Verita team, creditor's counsel regarding same (.2).	0.40

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01/15/2025	A L HARPER	B160	Provide advice for Houlihan supplemental declaration based on new parties in interest list (.4); review supplemental parties in interest for Hunton declaration (.4).	0.80
01/15/2025	A L HARPER	B260	Continue revising investigation report (2.5); participate in final meeting with Investigation Subcommittee (.4); post-meeting analysis to prepare for upcoming Board call to present findings (.8).	3.70
01/15/2025	A L HARPER	B320	Analyze revised draft voting declaration (.1); review revisions to confirmation brief (1.0); analyze updated language in confirmation order from interested parties (.5); update brief based on investigation (1.7).	3.30
01/15/2025	A L HARPER	B230	Review comments and questions regarding entry of final DIP order (1.1); and provide guidance on same (.7).	1.80
01/15/2025	C A RANKIN	B160	Analyze additional conflicts results pertaining to Hunton retention.	0.30
01/16/2025	K T BAILEY	B110	Email Verita team regarding master service list (.1); revise master service list into filing version (.2); file master service list (.1); analyze outstanding motions on the docket (.1) and assess need for any further certificates of no objection (.1).	0.60
01/16/2025	K T BAILEY	B320	Revise witness and exhibit list (.7) and agenda (.1) for confirmation hearing with further edits; analyze evidentiary bases for purposes of notice argument (.2).	1.00
01/16/2025	K T BAILEY	B160	Confer with Houlihan regarding supplemental declaration draft (.1) and update Latham team on same (.1); finalize the Houlihan supplemental declaration with filing version edits based on feedback received (.1) and file the same (.1).	0.40
01/16/2025	B R BELL	B260	Review revisions to finalized report.	0.60
01/16/2025	B M CLARKE	B260	Prepare for board presentation (.2) and call with company general counsel and Latham to discuss board agenda (.3).	0.50
01/16/2025	T A DAVIDSON	B320	Follow-up analysis on plan confirmation open issues.	1.20
01/16/2025	P M GUFFY	B320	Call and emails with A. Ravin regarding plan issues (.7); review witness and exhibit list and agenda for confirmation hearing (.4); analysis regarding same (.2).	1.30

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01/16/2025	P M GUFFY	B230	Draft notice of cancellation for final DIP hearing.	0.40
01/16/2025	A L HARPER	B260	Prepare for pre-Board call meeting with general counsel (.3) and participate in call with general counsel (.2); outline remarks for Board call on investigation update (.9).	1.40
01/16/2025	A L HARPER	B320	Review upcoming deadlines for confirmation to address open items (.5); analyze issues related to plan supplement and retained causes of action (1.0); revise confirmation brief (1.2) and revise Coben declaration based on final investigation (.9); provide comments to Latham team on confirmation materials (.3).	3.90
01/16/2025	A L HARPER	B160	Review finalized version of Houlihan supplemental declaration (.1); emails with Latham and Houlihan teams on updated disclosures (.2); revise draft Hunton supplemental declaration (.5)	0.80
01/16/2025	C A RANKIN	B160	Analyze developments in connections disclosures to address same.	0.20
01/16/2025	C A RANKIN	B160	Prepare supplemental Davidson declaration (1.0) and related schedule of supplemental parties in interest and connections disclosure schedule (.7).	1.70
01/17/2025	K T BAILEY	B110	Analyze filings and events of the week (.1), assess relevant deadlines based on the same (.2), and revise case calendar accordingly (.1).	0.40
01/17/2025	B R BELL	B260	Assess presentation to the Board, including discussion of investigation report.	0.90
01/17/2025	B R BELL	B110	Assess upcoming deadlines (.5); prepare WIP list regarding pre-confirmation workstreams (.4); coordinate on allocation of tasks in same (.3).	1.20
01/17/2025	B M CLARKE	B260	Prepare for board meeting (.5) and attend board meeting and provide board with overview of investigation work and report conclusions (1.0).	1.50
01/17/2025	T A DAVIDSON	B150	Address inbound from creditors.	0.40
01/17/2025	T A DAVIDSON	B160	Address employment disclosure issues.	0.70
01/17/2025	P M GUFFY	B320	Review revised confirmation order (.5); emails with LW team regarding same (.1).	0.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/17/2025	P M GUFFY	B185	Emails with A. Ravin regarding contract/lease assumption (.5); call with landlord counsel regarding lease amendments (.3).	0.80
01/17/2025	A L HARPER	B260	Prepare for Board meeting (.4); participate in Board meeting for investigation update (.9).	1.30
01/17/2025	A L HARPER	B160	Continue review of Hunton supplemental disclosure for retention.	0.40
01/17/2025	A L HARPER	B320	Revisions to confirmation brief (1.2), confirmation order (1.1); assess related documents for revisions to agenda (.4); analyze evidentiary record for updates and additions to witness and exhibit list (.8).	3.50
01/17/2025	C A RANKIN	B160	Summarize supplemental Hunton declaration regarding connections disclosures (.1); analyze and address open issues regarding finalizing supplemental declaration (.2).	0.30
01/18/2025	P M GUFFY	B320	Emails with A. Ravin regarding confirmation order (.5); research regarding lease assumption procedures for plan and confirmation order (1.2); emails with A. Ravin regarding same (.3).	2.00
01/18/2025	A L HARPER	B320	Address issues with proposed language for the confirmation brief and proposed confirmation order from interested parties.	0.80
01/18/2025	A L HARPER	B185	Analyze status of lease negotiations (.2); review SDTX precedent for addressing questions from lease counterparties (.7).	0.90
01/19/2025	A L HARPER	B185	Continue analyzing issues related to lease negotiations with certain counterparties (.4) and review of language to address open issues with same (.4).	0.80
01/20/2025	K T BAILEY	B320	Begin analyzing evidentiary bases for confirmation hearing.	1.50
01/20/2025	T A DAVIDSON	B320	Analysis of plan confirmation issues.	1.80
01/20/2025	T A DAVIDSON	B260	Review investigation report issues.	1.50
01/20/2025	P M GUFFY	B320	Draft cover sheet for amended plan supplement (.4); emails with LW team regarding same (.3); review revisions to plan (.5); emails with A. Ravin, A. Harper regarding same (.2).	1.40
01/20/2025	P M GUFFY	B110	Review draft monthly operating reports (.4); emails with FTI team regarding same (.1).	0.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/20/2025	A L HARPER	B320	Analyze proposed revisions to plan supplement (.3); review open issues for confirmation objections and comments from parties (2.0).	2.30
01/20/2025	A L HARPER	B110	Review proposed revisions to five monthly operating reports drafts.	0.60
01/20/2025	A L HARPER	B150	Respond to inbound from employee about bankruptcy case.	0.20
01/21/2025	K T BAILEY	B320	Analyze UST objection to confirmation (.3) and provide summary (.2); analyze SEC objection to confirmation (.2); revise hearing agenda with incremental edits based on objections filed on docket (.4); revise witness and exhibit list with incremental edits based on supplemental certificate of service and other filings on docket (.2).	1.30
01/21/2025	K T BAILEY	B160	Begin drafting initial draft of HAK final fee application.	1.10
01/21/2025	T A DAVIDSON	B320	Review issues with plan declarations (1.3); and review of and analysis of open plan confirmation matters (2.8).	4.10
01/21/2025	P M GUFFY	B110	Revise case calendar (.3); distribute summary of same (.1); review revised draft monthly operating reports (.8); emails with FTI, LW teams regarding same (.4); review and revise witness and exhibit list and agenda for confirmation hearing (.5); emails with Hunton, LW teams regarding same (.2).	2.30
01/21/2025	P M GUFFY	B320	Review UST plan objection (.8); emails with Hunton, LW teams regarding same (.4); review SEC plan objection (.3); emails with Hunton, LW teams regarding same (.2); review proposed responses regarding landlord plan issues (.3); emails with A. Ravin regarding same (.1); review and revise confirmation brief (2.5); emails with A. Ravin regarding same (.3).	4.90
01/21/2025	A L HARPER	B110	Provide guidance to FTI to finalize monthly operating reports with the company.	0.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/21/2025	A L HARPER	B320	Review revised plan supplement (.2); analyze revisions and updates to exhibits for confirmation (.7); assess evidentiary record in preparation for confirmation hearing (.7); analyze confirmation objections including by SEC and US Trustee (1.2); address open informal comments from landlord parties and resolution of same (.8); analyze confirmation brief revisions (.9); review proposed confirmation order language edits (.4); review revised Coben declaration in support of confirmation (.2).	5.10
01/22/2025	K T BAILEY	B160	Continue drafting initial draft of Hunton final fee application.	2.60
01/22/2025	K T BAILEY	B320	Revise hearing agenda with new objection filed (.1); continue analyzing evidentiary bases for confirmation (.5).	0.60
01/22/2025	T A DAVIDSON	B320	Review emails from co-counsel regarding plan confirmation (1.2); and legal and factual analysis of open confirmation issues (2.3).	3.50
01/22/2025	P M GUFFY	B160	Emails with A. Ravin regarding retention applications.	0.10
01/22/2025	P M GUFFY	B320	Emails with Hunton, LW teams regarding witness and exhibit list for confirmation hearing (.3); review and revise same (.4); emails with LW team, UST counsel regarding voting declaration (.4); revise confirmation brief (2.6); emails with LW team regarding same (.2).	3.90
01/22/2025	A L HARPER	B110	Address questions from FTI on US Trustee fees and reporting (.2); review of US Trustee guidelines and forms (.1).	0.30
01/22/2025	A L HARPER	B320	Address open questions related to plan confirmation preparation (1.0); review of exhibits to come for completing evidentiary record (1.1); review revised confirmation brief to respond to three objections (.9); review updates on negotiations with landlords (.8); review voting declaration draft and exhibits (.7) and address open questions on same (.3).	4.80
01/22/2025	C A RANKIN	B160	Review and revise Davidson supplemental declaration regarding Hunton retention application.	0.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/23/2025	K T BAILEY	B320	Revise confirmation agenda with new filings (.5); continue analyzing evidentiary bases for confirmation (4.4); assist in preparation for confirmation hearing, including ensuring compliance with local rules (2.0).	7.90
01/23/2025	T A DAVIDSON	B320	Continue addressing open confirmation issues.	3.10
01/23/2025	P M GUFFY	B310	Emails with Verita team regarding proof of claim.	0.20
01/23/2025	P M GUFFY	B320	Review and revise notice of filing of amended plan supplement and exhibits for same (.8); emails with LW team regarding same (.3); emails with UST counsel, LW team regarding voting declaration and hearing testimony (.4); emails with LW team regarding confirmation support materials (1.6); call with Hunton, LW teams regarding same (.3); review and finalize confirmation materials for filing (1.6); review and revise amended witness and exhibit list and agenda (.6); emails with Hunton, LW teams regarding same (.3); draft notices for filing (.4); emails with P. Lopez, LW team regarding additional Texas taxing authority comments (.2).	6.50
01/23/2025	A L HARPER	B320	Address open questions to finalize confirmation materials (3.0) and prepare for confirmation hearing (1.2); review inbound from taxing authorities on confirmation order language (.1); address questions from Arizona taxing authority (.2); confer with Latham on finalizing documents for confirmation (.4); continue review of confirmation arguments in US Trustee and SEC confirmation objections (1.1); email with counsel for SEC (.1).	6.10
01/24/2025	K T BAILEY	B320	Assist in final preparations for confirmation hearing (3.8); attend confirmation hearing to assist with exhibits (1.0).	4.80
01/24/2025	B M CLARKE	B320	Participate in confirmation hearing virtually to potentially address questions related to investigation work.	1.30
01/24/2025	T A DAVIDSON	B320	Review material for confirmation hearing (2.6); and prepare for and participate in confirmation hearing (2.6).	5.20
01/24/2025	P M GUFFY	B110	Prepare transcript request for confirmation hearing.	0.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/24/2025	P M GUFFY	B320	Calls with UST counsel, LW team, Verita regarding confirmation hearing testimony (1.2); prepare supplemental voting declaration (1.1); emails with UST counsel, LW team, Verita regarding same (.5); emails with LW team regarding revised proposed confirmation order (.2); draft notice for filing of same (.2); prepare for confirmation hearing (.5); attend confirmation hearing (1.8).	5.50
01/24/2025	A L HARPER	B320	Preparation for confirmation by review of evidentiary record and arguments in support of confirmation (2.9); preparation for testimony from D. Calderon from Verita (.5); review and revise Verita declaration in support of confirmation (.5); participate in confirmation hearing (1.1); post-confirmation review of as-entered order and coordinate on next steps for effective date (.4).	5.40
01/27/2025	K T BAILEY	B160	Revise certificates of no objection for debtors' professionals with incremental edits (1.0) and send for feedback (.1); revise certificates of no objection based on feedback received (.7), finalize for filing (.5); correspond with debtors' professional regarding filing of CNOs (.2).	2.50
01/27/2025	K T BAILEY	B110	Analyze filings and events of the week, including the confirmation order being entered (.2), assess relevant deadlines based on the same (.2), and revise case calendar accordingly (.1).	0.50
01/27/2025	K T BAILEY	B320	Revise notice of effective date with incremental edits (.6) and send for feedback (.1); send email to Latham with reviewed notice of effective date (.1).	0.80
01/27/2025	P M GUFFY	B110	Emails with FTI team regarding case closing procedures (.2); emails with UST regarding case reporting (.2).	0.40
01/27/2025	P M GUFFY	B320	Draft notice of second amended plan supplement (.3); emails with LW team regarding same (.4); review revised plan supplement exhibit (.3).	1.00
01/27/2025	P M GUFFY	B160	Review and revise certificates of no objection for retention applications (.4); emails with K. Bailey, A. Harper regarding same (.2).	0.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS
01/27/2025	A L HARPER	B160	Review certificates of no objection (.2); communicate with Latham on status of same (.1).	0.30
01/27/2025	A L HARPER	B320	Review open items and steps to emergence (.4); assess reporting obligations and closing certain cases (.4); review second amended plan supplement regarding directors and officers (.2); review draft notice of confirmation and effective date (.1).	1.10
01/28/2025	K T BAILEY	B320	Revise Notice of Effective Date with filing version edits.	0.20
01/28/2025	K T BAILEY	B160	Send emails regarding retention orders to Debtors' professionals (.2); analyze SDTX Houlihan fee application precedents (.6) and respond to Houlihan questions about final fee applications (.3).	1.10
01/28/2025	P M GUFFY	B110	Review and revise case calendar (.5); emails with LW, Hunton, FTI teams regarding same (.2); emails with LW team regarding confirmation hearing transcript (.2).	0.90
01/28/2025	P M GUFFY	B320	Review notice of effective date (.2); emails with LW, Hunton, Verita teams regarding same (.2).	0.40
01/28/2025	A L HARPER	B320	Participate in call with Latham team and Paul Hastings regarding effective date (.3) and address open items post-call (.3).	0.60
01/28/2025	A L HARPER	B160	Address questions from professionals on final fee applications	0.30
TOTAL HOURS				360.60

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
B M CLARKE	Partner	28.80	1,175.00	33,840.00
T A DAVIDSON	Partner	48.00	1,405.00	67,440.00
A L HARPER	Partner	124.00	1,045.00	129,580.00
J P ROVIRA	Partner	6.90	1,100.00	7,590.00
K T BAILEY	Associate	50.50	690.00	34,845.00
B R BELL	Associate	36.00	795.00	28,620.00
P M GUFFY	Associate	59.10	995.00	58,804.50
N S MONICO	Associate	2.20	805.00	1,771.00
C A RANKIN	Associate	3.50	895.00	3,132.50
R RUBIN	Associate	1.60	695.00	1,112.00
TOTAL FEES (\$)				366,735.00

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TIME SUMMARY BY TASK CODE:

CODE	DESCRIPTION	HOURS	VALUE
B110	Case Administration	17.30	16,109.00
B150	Meetings of and Communications with Creditors	2.90	3,144.50
B160	Fee / Employment Applications	31.70	26,868.50
B185	Assumption / Rejection of Leases and Contracts	5.50	5,642.50
B230	Financing / Cash Collections	11.50	11,608.50
B260	Board of Directors Matters	115.90	121,102.00
B310	Claims Administration and Objections	0.20	199.00
B320	Plan and Disclosure Statement (including Business Plan)	175.60	182,061.00
		360.60	366,735.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	DATE	DESCRIPTION	AMOUNT
E101	Copying			5,108.00
			TOTAL E101 COPYING	5,108.00
E106	Online Research			21.70
			TOTAL E106 ONLINE RESEARCH	21.70
E112	Court Fees	01/28/2025	Vendor: Judicial Transcribers of Texas LLC Invoice#: 69558 Date: 1/28/2025 Transcript of Jan. 24, 2025 confirmation hearing.	301.30
			TOTAL E112 COURT FEES	301.30
			TOTAL CURRENT EXPENSES (\$)	5,431.00

INVOICE SUMMARY:

Current Fees:	\$ 366,735.00
Current Charges:	5,431.00
CURRENT INVOICE AMOUNT DUE:	\$ 372,166.00

**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)
	:	
Reorganized Debtors ¹	:	(Jointly Administered)
	:	
	X	

**FINAL ORDER ALLOWING COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR HUNTON ANDREWS KURTH LLP AS DEBTORS' CO-COUNSEL**
(Docket No. ____)

The Court has considered the *First and Final Application of Hunton Andrews Kurth LLP as Co-Counsel for the Debtors for Allowance and Payment of Fees and Expenses Incurred for the Period of December 22, 2024 through January 28, 2025* (the “***Application***”), filed by Hunton Andrews Kurth LLP (the “***Applicant***”). The Court orders:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$451,644.90 for the period set forth in the Application.
2. The compensation and reimbursement of expenses allowed in this Order are approved on a final basis.
3. The Reorganized Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Signed: _____

ALFREDO R. PEREZ
UNITED STATES BANKRUPTCY JUDGE

¹ The Reorganized Debtors in these cases, together with the last four digits of each Reorganized 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 Reorganized Debtors’ mailing address is 500 Freeport Parkway, Coppell, TX 75019.