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

In re:	:	Chapter 11
THE CONTAINER STORE GROUP, INC., *et al.*,	:	Case No. 24-90627 (ARP)
Debtors. [1]	:	(Jointly Administered)

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

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

Pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (the "***Order***") entered by the United States Bankruptcy Court for the Southern District of Texas (the "***Bankruptcy Court***") on December 23, 2024, Docket No. 79, the following restrictions, notification requirements, and/or other procedures (the "***Procedures***") apply to all trading and transfers of, and all claims of Worthless Stock Deductions (defined below) by a Majority Stockholder (defined below) with respect to, the Beneficial Ownership (defined below) of Common Stock (including indirect ownership of, and Options (defined below) to acquire, Beneficial Ownership of Common Stock (defined below)).[2]

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

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

A. Common Stock Restrictions.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. Noncompliance with the Procedures.

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

C. Debtors' Right to Waive.

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

Exhibit 1A

Substantial Stock Ownership Notice

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

In re:	:	Chapter 11
THE CONTAINER STORE GROUP, INC., *et al.*,	:	Case No. 24-90627 (ARP)
Debtors. [1]	:	(Jointly Administered)

NOTICE OF SUBSTANTIAL STOCK OWNERSHIP

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the "***Order***") entered by the United States Bankruptcy Court for the Southern District of Texas on December 23, 2024, Docket No. 79, [Name of Filer] (the "***Filer***") hereby provides notice that, as of the date hereof, the Filer Beneficially Owns[2] (including direct and indirect ownership):

(i) _____ shares of Common Stock, and/or

(iii) Options to acquire Beneficial Ownership of Common Stock,

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

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

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

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

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

[2] Capitalized terms used, but not defined, herein shall have the meanings ascribed to them in Exhibit 1 to the Order.

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

Class	*Name of Owner*	*Shares Beneficially Owned*	*Shares Underlying Options Beneficially Owned*	*Date(s) Acquired*
Common Stock				

(Attach additional pages if necessary.)

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

Respectfully submitted,

(Name of Substantial Shareholder)

By:

_____

Name: _____

Address: _____

_____

Telephone: _____

Facsimile: _____

Dated: _____ __, 20__

_____, _____

(City) (State)

Exhibit 1B

Acquisition Notice

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

In re:	:	Chapter 11
THE CONTAINER STORE GROUP, INC., *et al.*,	:	Case No. 24-90627 (ARP)
Debtors. [1]	:	(Jointly Administered)

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

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the "***Order***") entered by the United States Bankruptcy Court for the Southern District of Texas on December 23, 2024, Docket No. 79, [Name of Filer] (the "***Filer***") hereby provides notice of (i) its intention to purchase, acquire, or otherwise accumulate Beneficial Ownership[2] (including direct and indirect ownership) of one or more shares of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock and/or (ii) a proposed purchase, acquisition, or other accumulation of Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that would result in an increase in the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer (any proposed transaction described in clauses (i) or (ii), a "***Proposed Transfer***").

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

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

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

[2] Capitalized terms used but not defined herein have the meanings given to them in Exhibit 1 to the Order.

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

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

(Attach additional page if necessary.)

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

Class	*Name of Owner*	*Shares to Be Beneficially Owned*	*Shares Underlying Options to Be Beneficially Owned*
Common Stock			

(Attach additional page if necessary.)

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

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

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

(Attach additional page if necessary.)

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

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

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

Respectfully submitted,

(Name of Declarant)

By:

_____

Name: _____

Address: _____

_____

Telephone: _____

Facsimile: _____

Dated: _____ __, 20__

_____, _____

(City) (State)

Exhibit 1C

Disposition Notice

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

In re:	:	Chapter 11
THE CONTAINER STORE GROUP, INC., *et al.*,	:	Case No. 24-90627 (ARP)
Debtors. [1]	:	(Jointly Administered)

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

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the "***Order***") entered by the United States Bankruptcy Court for the Southern District of Texas on December 23, 2024, Docket No. 79, [Name of Filer] (the "***Filer***") hereby provides notice of (i) its intention to sell, trade, or otherwise transfer or dispose of the Beneficial Ownership[2] (including direct and indirect ownership) of one or more shares of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock and/or (ii) a proposed sale, transfer, or disposition of the Beneficial Ownership of Common Stock and/or Options to acquire Beneficial Ownership of Common Stock that would result in a decrease in the number of shares of Common Stock and/or number of shares of Common Stock underlying Options to acquire Beneficial Ownership of Common Stock that are Beneficially Owned by the Filer (any proposed transaction described in clauses (i) or (ii), a "***Proposed Transfer***").

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

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

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

[2] Capitalized terms used but not defined herein have the meanings given to them in Exhibit 1 to the Order.

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

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

(Attach additional page if necessary.)

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

Class	*Name of Owner*	*Shares to Be Beneficially Owned*	*Shares Underlying Options to Be Beneficially Owned*
Common Stock			

(Attach additional page if necessary.)

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

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

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

(Attach additional page if necessary.)

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

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

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

Respectfully submitted,

(Name of Declarant)

By:

_____

Name: _____

Address: _____

_____

Telephone: _____

Facsimile: _____

Dated: _____ __, 20__

_____, _____

(City) (State)

Exhibit 1D

Majority Stockholder Notice

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

In re:	:	Chapter 11
THE CONTAINER STORE GROUP, INC., *et al.*,	:	Case No. 24-90627 (ARP)
Debtors. [1]	:	(Jointly Administered)

DECLARATION OF STATUS AS A MAJORITY STOCKHOLDER

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the "***Order***") entered by the United States Bankruptcy Court for the Southern District of Texas on December 23, 2024, Docket No. 79, [Name of Filer] (the "***Filer***") hereby provides notice that, as of the date hereof, the Filer is/has become a Majority Stockholder.[2]

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

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

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

[2] Capitalized terms used but not defined herein have the meanings given to them in Exhibit 1 to the Order.

(Attach additional pages if necessary.)

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

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

Respectfully submitted,

(Name of 50-Percent Shareholder)

By:

_____
Name: _____
Address: _____
_____
Telephone: _____
Facsimile: _____

Dated: _____ __, 20__

_____, _____

(City) (State)

Exhibit 1E

Worthless Stock Deduction Notice

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

In re:	:	Chapter 11
THE CONTAINER STORE GROUP, INC., *et al.*,	:	Case No. 24-90627 (ARP)
Debtors. [1]	:	(Jointly Administered)

DECLARATION OF INTENT TO CLAIM A WORTHLESS STOCK DEDUCTION

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Notification Procedures and Approving Restrictions on (A) Certain Transfers of Interests in Debtors and (B) Claims of Certain Worthless Stock Deductions* (with all exhibits thereto, the "***Order***") entered by the United States Bankruptcy Court for the Southern District of Texas on December 23, 2024, Docket No. 79, [Name of Filer] (the "***Filer***") hereby provides notice of its intention to claim a Worthless Stock Deduction[2] with respect to its Beneficial Ownership of Common Stock (a "***Proposed Deduction***").

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

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

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

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

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

[2] Capitalized terms used but not defined herein shall have the meanings given to them in Exhibit 1 to the Order.

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

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

Respectfully submitted,

(Name of Declarant)

By:

_____

Name: _____

Address: _____

_____

Telephone: _____

Facsimile: _____

Dated: _____ __, 20__

_____, _____

(City) (State)