

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Texas (State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Tuesday Morning, Inc.

2. All other names debtor used in the last 8 years. Include any assumed names, trade names, and doing business as names.

3. Debtor's federal Employer Identification Number (EIN) 75 - 1 4 8 2 9 9 4

4. Debtor's address. Principal place of business: 6250 LBJ Freeway, Dallas TX 75240. Mailing address, if different from principal place of business. Location of principal assets, if different from principal place of business.

5. Debtor's website (URL) www.tuesdaymorning.com

Debtor Tuesday Morning, Inc.
Name

Case number (if known) _____

6. Type of debtor
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 - Partnership (excluding LLP)
 - Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4422 _ _ _

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

Debtor Tuesday Morning, Inc.
Name

Case number (if known) _____

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes.

District Northern District of Texas

When 05/27/2020

Case number 20-31478-hdh11

MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____

When _____

Case number _____

MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes.

Debtor See attached Rider

Relationship _____

District _____

When _____

MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number Street

City

State ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Tuesday Morning, Inc.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors
Consolidated

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets
Consolidated

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
Consolidated

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

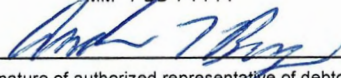
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/13/2023
MM / DD / YYYY

X 
Signature of authorized representative of debtor

Andrew T. Berger
Printed name

Title Chief Executive Officer

Debtor Tuesday Morning, Inc.
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Deborah M. Perry
Signature of attorney for debtor

Date 02/13/2023
MM / DD / YYYY

Deborah M. Perry
Printed name

Munsch Hardt Kopf & Harr P.C.
Firm name

500 N. Akard St., Ste. 3800
Number Street

Dallas TX 75201
City State ZIP Code

214-855-7565 dperry@munsch.com
Contact phone Email address

24002755 Texas
Bar number State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 11
Tuesday Morning, Inc. § Case No. 23-[●]
Debtor. §

**STATEMENT OF CORPORATE OWNERSHIP
OF TUESDAY MORNING, INC.**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of Tuesday Morning, Inc. certifies that the following corporate entities/individuals own more than 10% of the Debtor's equity interest.

Shareholder	Percentage of Total Interest
TMI Holdings, Inc. 6250 LBJ Freeway Dallas, TX 75240	100%

TUESDAY MORNING, INC.

By: Andrew T. Berger
Andrew T. Berger
Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

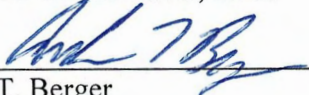
In re: § Chapter 11
Tuesday Morning, Inc. § Case No. 23-[●]
Debtor. §

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, Tuesday Morning, Inc. hereby provides the following list of holders of equity interests:

Name and Address of Interest Holder	Percentage of Interests Held
TMI Holdings, Inc. 6250 LBJ Freeway Dallas, TX 75240	100%

TUESDAY MORNING, INC.

By: 
Andrew T. Berger
Chief Executive Officer

Debtor: Tuesday Morning Corporation, et al.

Case number (if known): _____

Fill in this information to identify the case:

Debtor name Tuesday Morning Corporation, et al.

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	CENTRO, INC 11 E MADISON ST. 6TH FLOOR CHICAGO, IL 60602	SHAWN RIEGSECKER, CEO P: 312-423-1565 F:	Trade Vendor			\$1,428,422.78	
2	HOME ESSENTIALS AND BEYOND INC 200 THEODORE CONRAD DRIVE JERSEY CITY, NJ 07305	LOUELDA SANTOS P: 732-590-3600 F: 732-590-3660 lsantos@homeeess.com	Trade Vendor			\$1,071,717.55	
3	MEYER CORP. 1 MEYER PLAZA VALLEJO, CA 94590	STANLEY CHENG P: 701-551-2800 F:	Trade Vendor			\$829,511.03	
4	AZZURE HOME INC 141 W 35TH ST STE 901 NEW YORK, NY 10018	TAL CHALOUGH P: 212-631-0300 F: tal.chalouh@azzurehome.com	Trade Vendor			\$824,555.71	
5	MICHEL DESIGN WORKS 2975 ROUTE 35 SUITE 65 KATONAH, NY 10536	STUART TELLER P: 617-504-0950 F: 352-387-3041 steller@micheldesignworks.com	Trade Vendor			\$618,603.17	
6	BLUE SKY 2075 S. ATLANTIC BLVD SUITE H MONTEREY PARK, CA 91754	KEN KING P: 909-930-6200 F: ken@blueskyclayworks.com	Trade Vendor			\$574,710.76	
7	ENCHANTE ACCESSORIES, INC. 16 EAST 34TH ST NEW YORK, NY 10016	WILLIE GOLFIN P: 212.689.6008 F: willieg@ench.com	Trade Vendor			\$536,816.02	

Debtor: Tuesday Morning Corporation, et al.

Case number (if known): _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8	MODE TRANSPORTATION LLC PO BOX 936644 ATLANTA, GA 31193-6644	RICHARD ROSSI P: 901-390-7560 F: richard.rossi@modetransportation.com	Trade Vendor				\$504,725.00
9	UMA ENTERPRISES, INC LOCKBOX #3878 COLUMBUS, OH 43260-3878	YVONNE FONG P: 310-631-1166 F: yvonne@umainc.com	Trade Vendor				\$456,214.40
10	AXLE LOGISTICS, LLC 835 N. CENTRAL STREET KNOXVILLE, TN 37917	BANKRUPTCY AND LEGAL DEPARTMENTS P: 800-693-1779 F:	Trade Vendor				\$429,943.00
11	MI9 PO BOX 392723 PITTSBURGH, PA 15251-9723	ALAN NEMETH P: 786-577-3177 F: anemeth@mi9retail.com	Trade Vendor				\$416,906.25
12	14303 INWOOD ROAD,LP 3800 N LAMAR BLVD. STE 350 AUSTIN, TX 78756	BRETT ZIMMERMAN P: F:	Trade Vendor				\$395,148.55
13	TRADE LINES INC 660 MONTROSE AVE SOUTH PLAINFIELD, NJ 07080	SUDARSHAN UPPULURI P: 908-754-3232 x 112 F: sudarshan@tli.com	Trade Vendor				\$394,964.10
14	LOLOI RUGS PO BOX 95344 GRAPEVINE, TX 76099-9732	JT LAGRANGE P: 972-503-5656 F: jlagrange@loloirugs.com	Trade Vendor				\$393,946.37
15	LIFETIME BRANDS INC DEPT CH 117445 PALATINE, IL 60055-7745	JULIE RODRIGUEZ P: 609-373-1826 F: julie.rodriguez@lifetimebrands.com	Trade Vendor				\$330,268.04
16	YMF CARPET INC 201B MIDDLESEX CENTER BLVD MONROE TOWNSHIP, NJ 08831	KELLY ADESSI P: 732-393-1800 x312 F: kaddessi@ymfinc.com	Trade Vendor				\$327,087.15
17	AMERICAN CRAFTS PO BOX 736049 DALLAS, TX 75373-6049	BRUCE GWILLIAM P: 801-673-1786 F: bruceg@americancrafts.com	Trade Vendor				\$313,349.70

Debtor: Tuesday Morning Corporation, et al.

Case number (if known): _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18	TRAMONTINA USA, INC. 12955 WEST AIRPORT BLVD SUGERLAND, TX 77478-6119	MARCOS NEVES P: 281-340-8400 F: accountsreceivable@tramontina-usa.com	Trade Vendor				\$302,323.75
19	MJC CONFECTIONS LLC/DBA HAMPTON POPCORN 999 SOUTH OYSTER BAY RD #500 BETHPAGE, NY 11714	MATTHEW SILBERSTEIN P: 888-947-6726 F:	Trade Vendor				\$302,163.80
20	SAMSONITE CORP DEPT CH 19296 PALATINE, IL 60055-9296	JAMES B. REGO P: 508-851-1427 F: james.rego@samsonite.com	Trade Vendor				\$299,020.57
21	HARRY & DAVID 2500 S PACIFIC HWY MEDFORD, OR 97501	ERIK SCHENDEL P: 541-864-2107 F: 800-648-6640 eschendel@harryanddavid.com	Trade Vendor				\$296,529.14
22	TURKO TEXTILE LLC. 267 5TH AVE #408 NEW YORK, NY 10016	NURI EMRE ARAZ P: 917-597-3409 F: nuri@enchantehome.com	Trade Vendor				\$294,501.00
23	K HALL STUDIO, LLC 715 HANLEY INDUSTRIAL COURT ST. LOUIS, MO 63144	SCOTT MILLER P: 314-961-1990 F: info@khallstudio.com	Trade Vendor				\$283,529.62
24	DYNAMIC RUGS 4845 GOVERNORS WAY FREDERICK, NK 21704	MATTHEW ROUHANIAN P: 240-405-1360 F: 240-405-1370 matthew@dynamicrugs.com	Trade Vendor				\$280,801.30
25	SURYA CARPET, INC PO BOX 896604 CHARLOTTE, NH 28289-6604	SURYA TIWARI P: 877-275-7847 F: 877-786-7847 info@surya.com	Trade Vendor				\$274,024.20
26	STYLECRAFT HOME COLLECTION INC PO BOX 11407 BIRMINGHAM, AL 35246-6471	ANGELA D MONAGHAN P: 662-429-5279 F: amonaghan@stylecraft-us.com	Trade Vendor				\$271,461.20
27	ST JAMES HOME INC 309 OLDWOODS RD FRANKLIN LAKES, NJ 07417	JIAN TAO P: 201-665 8680 F: tao07470@aol.com	Trade Vendor				\$270,756.50
28	L R RESOURCES INC PO BOX 6131 DALTON, GA 30722	FORAM PATEL P: 706-259-0155 ext 123 F: foram@lrresources.com	Trade Vendor				\$267,288.00

Debtor: Tuesday Morning Corporation, et al.

Case number (if known): _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
29	RICARDO BEVERLY HILLS INC 6329 22TTH ST STE. 101 KENT, WA 98032-1893	NICKI ABBOTT P: 425-207-1918 F: nabbott@ricardobeverlyhills.com	Trade Vendor				\$265,375.00
30	ORIENTAL WEAVERS, USA PO BOX 2153 BIRMINGHAM, AL 35287-9325	JONATHAN WITT P: 800-858-5749 F: 706-277-9691	Trade Vendor				\$263,377.68
31	BAREFOOT DREAMS, INC 5302 DERRY AVE SUITE D AGOURA HILLS, CA 91301	BANKRUPTCY AND LEGAL DEPARTMENTS P: 855-269-2442; 818-707-8848 F: help@barefootdreams.com	Trade Vendor				\$260,890.52
32	HDS TRADING CORP 1305 JERSEY AVE NORTH BRUNSWICK, NJ 08902	VICTOR GUINDI P: 732-418-0418 F: victor@hdstrading.com	Trade Vendor				\$259,663.16
33	BERKSHIRE BLANKET AND HOME CO, INC PO BOX 21921 NEW YORK, NY 10087-1921	SCOTT MADDALENE, CEO P: F:	Trade Vendor				\$257,929.20
34	CRYSTAL ART OF FLORIDA INC DEPT CH 16738 PALATINE, IL 60055-6738	ELENA MENDEZ P: 323-417-4503 F: elenam@crystalartgallery.com	Trade Vendor				\$250,853.68
35	UBER FREIGHT LLC PO BOX 74007178 CHICAGO, IL 60674	KAREN WALKER P: 866-576-1039 F:	Trade Vendor				\$239,232.00
36	THE GODINGER GROUP 63-15 TRAFFIC AVE RIDGEWOOD, NY 11385	STEVEN BLOCK P: 718-418-1000 F: 718-418-1740	Trade Vendor				\$239,000.94
37	E & E CO LTD 45875 NORTHPORT LOOP EAST FREMONT, CA 94538	EDMUND JIN P: 510-490-9788 F:	Trade Vendor				\$236,548.05
38	HOMEVIEW DESIGN INC PO BOX 849 AZUSA, CA 91702	EDMUND TONG P: 626-338-0028 F: edmund@homeviewdesign.com	Trade Vendor				\$233,845.92
39	SAM SALEM & SON 302 FIFTH AVE 4TH FL NEW YORK, NY 10001	JESSE SALEM P: 212-695-6020 F: jesse@samsalems.com	Trade Vendor				\$230,809.00

Debtor: Tuesday Morning Corporation, et al.

Case number (if known): _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
40	GODIVA CHOCOLATIER, INC 1 MERIDAN BLVD WYOMISSING, PA 19610	JOE FLORES P: 610-988-6050 F: joe.flores@godiva.com	Trade Vendor				\$220,148.38

Fill in this information to identify the case and this filing:

Debtor Name Tuesday Morning, Inc.

United States Bankruptcy Court for the: Northern District of Texas
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature


I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 02/13/2023
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Andrew T. Berger
Printed name
Chief Executive Officer
Position or relationship to debtor

RIDER 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Tuesday Morning Corporation:

- Tuesday Morning Corporation
- TMI Holdings, Inc.
- Tuesday Morning, Inc.
- Friday Morning, LLC
- Days of the Week, Inc.
- Nights of the Week, Inc.
- Tuesday Morning Partners, Ltd.

**UNANIMOUS CONSENT OF THE
SPECIAL COMMITTEE OF THE BOARD OF DIRECTORS
TUESDAY MORNING CORPORATION**

February 10, 2023

The undersigned being all of the members of the special committee (the “Special Committee”) of the board of directors of Tuesday Morning Corporation, a Delaware corporation (“TMC” and together with its subsidiaries, the “Company”), hereby agree that a meeting on February 10, 2023, was held, and the Special Committee consented to, adopted and approved the following resolutions and each and every action effected thereby (the “Special Committee Consent”):

Recitals

WHEREAS, the Company is undergoing financial distress and operational challenges;

WHEREAS, the Company has explored strategic alternatives, including, without limitation, transactions that could take the form of a refinancing, recapitalization, restructuring of the indebtedness of the Company and its subsidiaries, commencing potential insolvency proceedings, including potentially commencing cases under title 11 of the United States Code (the “Bankruptcy Code”), a chapter 11 plan, or a sale of all or substantially all of the assets of the Company as a going-concern and/or as part of an orderly liquidation (collectively, the “Potential Strategic Alternatives” and each, a “Potential Strategic Alternative”);

WHEREAS, on January 27, 2023, in connection with the Potential Strategic Alternatives and in furtherance thereof, the board of directors of TMC (the “Board”) approved resolutions, by unanimous vote of those present at the meeting, formally delegating certain authority to the Special Committee that previously was formed on December 11, 2022, for the purpose of evaluating Potential Strategic Alternatives and recommending certain actions to the Board, with such Special Committee consisting of the following independent directors: Rhonda J. Parish, Michael Onghai, and Z. John Zhang (collectively, the “Special Committee Members”);

WHEREAS, given ongoing, rapid developments, the need for near-daily (or even more frequent) meetings, the resignation of a director from the Board effective January 29, 2023, and to ensure the protection of privileged and confidential information, as well as to avoid the appearance of any potential conflicts of interests, the Board further determined to modify and expand the scope of the Special Committee’s delegated powers and authority;

WHEREAS, pursuant to Section 9 of TMC’s Amended and Restated Bylaws effective as of December 31, 2020 (the “Bylaws”), the Company’s Corporate Governance Guidelines, effective as of November 16, 2021, and Section 141 of Title 8 of the Delaware Code, the Board may designate committees composed of one or more directors, with such authority of which may be prescribed by the Board, subject to such limitations as provided by the Company’s Bylaws and by applicable law;

WHEREAS, on January 31, 2023, in connection with the Company's evaluation of Potential Strategic Alternatives and in furtherance thereof, the Board of TMC approved resolutions, by unanimous vote of those present at the meeting, pursuant to a unanimous written consent of the Board of the Company (the "January 31, 2023, Consent") that, among other things, (i) reaffirmed and approved the designation and appointment of the Special Committee Members to the Special Committee with the duties and powers delegated to such committee set forth in such unanimous written consent; (ii) ratified and approved any and all prior actions taken by the Special Committee since its inception; and (iii) delegated and vested the Special Committee with certain rights, authority, and powers of the Board, including, (a) if deemed by the Special Committee to be in the best interests of the Company, to take such actions as are necessary or advisable to pursue, preserve the opportunity to pursue, and/or consummate any Potential Strategic Alternative, including, without limitation, causing the Company to commence proceedings under the Bankruptcy Code; (b) if deemed by the Special Committee to be in the best interests of the Company, to approve and authorize the entry into, any amendment or modification to, and the consummation of, any definitive agreement, contract, or other arrangement with respect to any Potential Strategic Alternatives; and (c) to retain such other and additional professionals for itself, or on behalf of the Company, for advice and assistance, as it deems necessary and proper, to carry out its responsibilities;

WHEREAS, the Special Committee has received, reviewed and considered materials presented by management and the legal and financial advisors of the Company regarding the Company's financial and operating difficulties and the impact of the foregoing on the Company's businesses;

WHEREAS, the Special Committee has received, reviewed and considered advice from management and the legal and financial advisors of the Company regarding Potential Strategic Alternatives to address the Company's financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on the Company's businesses and its stakeholders; and

WHEREAS, in light of the foregoing, the Special Committee has determined that it is desirable and in the best interest of the Company to cause to be filed petitions by the Company and its subsidiaries seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

NOW, THEREFORE, BE IT

Filing and Prosecution of Bankruptcy Case

RESOLVED, that it is desirable and in the best interest of the Company to authorize Andrew T. Berger or any officer of the Company (each, an "Authorized Officer"), to cause to be filed petitions in the name of the Company and each of the Company's subsidiaries (the "Chapter 11 Petitions") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Authorized Officer, acting on behalf of the Company, hereby is authorized and directed to execute and verify the Chapter 11 Petitions and, subject to the Company

obtaining debtor-in-possession financing, to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”), in such form and at such time as the Authorized Officer shall determine; and it is further

RESOLVED, that the Authorized Officer, acting on behalf of the Company, hereby is authorized and directed to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action deemed necessary and proper in connection with the Chapter 11 cases (the “Chapter 11 Cases”); and it is further

Employment of Professionals

RESOLVED, that the Authorized Officer, acting on behalf of the Company, is hereby authorized and directed to select, in his discretion, an appropriate law firm to serve as bankruptcy counsel for the Company in the Chapter 11 Cases, and the Authorized Officer, acting behalf of the Company, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers prior to and after the filing of the Chapter 11 Cases and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that the Authorized Officer, acting on behalf of the Company, is hereby authorized and directed to select, in his discretion, an appropriate firm to serve as financial advisor for the Company in connection with the Chapter 11 Cases, and the Authorized Officer, acting behalf of the Company, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers prior to and after the filing of the Chapter 11 Cases and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that the investment banking firm of Piper Sandler (“Piper Sandler”) be, and hereby is, employed as investment banker for the Company in the Chapter 11 Cases, and the Authorized Officer, acting on behalf of the Company, is hereby authorized and directed to execute any appropriate retention agreement, direct payment of appropriate retainers in substantially the amount previously discussed by the Special Committee prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application for authority to retain the services of Piper Sandler; and it is further

RESOLVED, that the consulting firm of Stretto, Inc. (“Stretto”) be, and hereby is, employed as claims and noticing agent and to provide other related services for the Company in the Chapter 11 Cases, and the Authorized Officer, acting on behalf of the Company, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers in substantially the amount previously discussed by the Special Committee prior to and immediately upon the filing of the Chapter 11 Cases, and cause to be filed an appropriate application for authority to retain the services of Stretto; and it is further

RESOLVED, that the Authorized Officer, acting on behalf of the Company, is hereby authorized and directed to employ any other firm as professionals or consultants to the Company

as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officer, acting behalf of the Company, is hereby authorized and directed to execute appropriate retention agreements, direct payment of appropriate retainers prior to and after the filing of the Chapter 11 Cases and cause to be filed appropriate applications for authority to retain the services of such firm; and it is further

Authorization to Pursue DIP Financing

RESOLVED, that the Authorized Officer, acting on behalf of the Company, is hereby granted full authority to continue ongoing discussions to obtain debtor in possession financing that allows the Company an opportunity to pursue a value-maximizing, going-concern sale of certain store locations, a reorganization around the Company's most profitable store locations, or, if a going-concern sale or reorganization is not possible, an orderly liquidation process on terms that are reasonable under the circumstances, as determined in consultation with the Company's professionals and advisors, and, subject to Bankruptcy Court approval, to enter into a debtor in possession credit agreement and such other ancillary agreements, documents, and instruments relating thereto; and it is further

Authorization to Pursue Store Closing Strategy

RESOLVED, that, in conjunction with the analysis of store performance, the Authorized Officer, acting on behalf of the Company and with the assistance of the Company's management team, in the exercise of sound business judgment and in consultation with the Company's advisors, may determine that it is appropriate to close and wind down, to the extent necessary, some, all, or a significant number of store locations to increase liquidity, maximize cost savings, strengthen the Company's overall financial position, and maximize the value of the Company's bankruptcy estate; and it is further

General Authorizing Resolutions

RESOLVED that the Authorized Officer, acting on behalf of the Company, is hereby granted full authority to act in the name of and on behalf of the Company, under the Company's seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses deemed to be necessary, appropriate, or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 Cases, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by the Officers, Directors and/or Special Committee to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the Authorized Officer, acting on behalf of the Company, is authorized, empowered and directed to certify and attest any documents or materials deemed necessary, desirable, or appropriate to consummate the transactions contemplated by the foregoing


resolutions, without the necessity of further approvals or consents by the Shareholders or the affixing of any seal of the Company; and it is further

RESOLVED, that all actions heretofore taken by the Company, the Officers, the individual Directors, the Special Committee, and other authorized representative of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions that require approval by the Special Committee are hereby in all respects, approved, adopted, ratified, and confirmed.

IN WITNESS WHEREOF, the undersigned, being all of the members of the Special Committee, have executed this written consent, and hereby consent to the foregoing resolutions, effective upon receipt by the Secretary of the Company of all executed counterparts hereof.

[Signature Page Follows]

Date: 2/10/2023

By: 

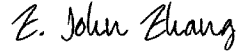
Name: Michael Onghai

Date: 2/10/2023

By: 

Name: Rhonda J. Parish

Date: 2/10/2023

By: 

Name: Z. John Zhang

**Being all of the members of the
Special Committee of the Board of Directors
of Tuesday Morning Corporation**

*Signature Page to February 10, 2023, Unanimous Consent of the
Special Committee of the Board of Directors of Tuesday Morning Corporation*