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ATTORNEYS FOR DEBTORS

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

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation, <i>et al.</i> , ¹	§	Case No. 20-31476-HDH-11
	§	
Debtors.	§	Jointly Administered

**NOTICE OF APPOINTMENT OF
OFFICERS AND DIRECTORS PURSUANT TO THE PLAN**

PLEASE TAKE NOTICE that on November 18, 2020, Tuesday Morning Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), filed their Revised *Second Amended Joint Plan of Reorganization of Tuesday Morning Corporation, et al., Pursuant to Chapter 11 of the Bankruptcy Code (Solicitation Version)* [Docket No. 1633] (as amended, the “Plan”)² and the Disclosure Statement in Support of *Second Amended Joint Plan of Reorganization of Tuesday Morning Corporation, et al., Pursuant to Chapter 11 of the Bankruptcy Code (Solicitation Version)* [Docket No. 1634] (as amended, the “Disclosure Statement”), with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the “Court”). On November 18, 2020, the Court also entered an order approving the adequacy of the information contained in the Disclosure Statement [Docket No. 1640].

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Tuesday Morning Corporation (8532) (“TM Corp.”); TMI Holdings, Inc. (6658) (“TMI Holdings”); Tuesday Morning, Inc. (2994) (“TMI”); Friday Morning, LLC (3440) (“FM LLC”); Days of the Week, Inc. (4231) (“DOTW”); Nights of the Week, Inc. (7141) (“NOTW”); and Tuesday Morning Partners, Ltd. (4232) (“TMP”). The location of the Debtors’ service address is 6250 LBJ Freeway, Dallas, TX 75240.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

PLEASE TAKE FURTHER NOTICE that pursuant to the provisions of the Plan and Bankruptcy Code § 1129(a)(5)(a), the Debtors hereby disclose the following identities and affiliations of the members of the New Board of directors and Persons proposed to serve as an officer of Reorganized Tuesday Morning after confirmation of the Plan. Salaries for the proposed officers are included in the description below. Proposed compensation for the members of the New Board of Directors is included in **Exhibit A** attached hereto.

**PROPOSED NEW BOARD OF DIRECTORS AND OFFICERS
OF TUESDAY MORNING CORPORATION**

<u>Name</u>	<u>Position</u>	<u>Affiliations and Compensation</u>
Frank Hamlin	Director	Frank Hamlin has served as a director of Tuesday Morning since April 2014. Mr. Hamlin is currently Executive Vice President, Chief Customer Officer of GameStop Corporation, a global, multichannel video game, consumer electronics and wireless services retailer. Mr. Hamlin had previously served as Chief Marketing Officer of GameStop from June 2014 to August 2016. Mr. Hamlin served as Chief Marketing Officer of Spence Diamonds from May 2018 to August 2018 and as Executive Vice President and Chief Marketing Officer for Tailored Brands, Inc., a leading national menswear retailer from September 2017 to May 2018. Mr. Hamlin previously served as Executive Vice President and GM, Marketing and E-Commerce of Guitar Center, Inc., a musical instruments retailer, from June 2010 until May 2014, and as Executive Vice President and Chief Operating Officer of E-Miles, LLC, an interactive marketing company, from February 2007 to June 2010. From July 2004 until February 2007, he was Director of Marketing, Central Market Division for H.E. Butt Grocery, a fresh, specialty and prepared foods retailer. Prior to that time, Mr. Hamlin held various positions with Brierley & Partners, E-Rewards, Inc., Arista Records and The Walt Disney Company.
Reuben Slone	Director	Reuben Slone has served as a director of Tuesday Morning since June 2019. Mr. Slone is currently Executive Vice President, Supply Chain at Advance Auto Parts, Inc. (NYSE: AAP) and sat on the Board of Directors from March 2016 to October 2018. Mr. Slone is a seasoned supply chain executive with experience across multiple consumer-facing industry sectors at best-in-class companies. Previous to Advance Auto Parts Inc., Mr. Slone was Senior Vice President, Supply Chain at Walgreens, a pharmaceutical retailer from May 2012 to October 2018. From November 2004 until May 2012, Mr. Slone was Executive Vice President, Supply Chain, and General Manager, Services at Office Max. From April 2000 to November 2004, Mr. Slone held various positions at Whirlpool Corporation including Vice President Global Supply Chain, Vice President North American Region Supply Chain and Vice President, Global eBusiness. From February 1997 to March 2000, Mr. Slone was eGM Director, Global eSales and Director, Global Manufacturing Strategic Process and System Alignment at General Motors Corporation. Prior to that time, Mr. Slone held various positions with Federal-Mogul Corporation, Electronic Data Systems, Ernst & Young and Engineering Technology LTD.

<u>Name</u>	<u>Position</u>	<u>Affiliations and Compensation</u>
Sherry Smith	Director	Sherry Smith has served as a director of Tuesday Morning since April 2014. Ms. Smith served in various positions with SUPERVALU, Inc., a grocery retailer and food distributor, from 1987 to 2013. Ms. Smith served as Chief Financial Officer and Executive Vice President of SUPERVALU, Inc. from December 2010 until August 2013, and she previously served as Senior Vice President, Finance from 2006 until 2010, Senior Vice President, Finance and Treasurer from 2002 until 2005, and in various other capacities with SUPERVALU, Inc. prior to 2002. Ms. Smith has served on the Board of Directors of Deere & Company, a manufacturer and distributor of agricultural, turf, construction and forestry equipment, since December 2011, and currently serves as a member of the audit committee and finance committee. Ms. Smith has also served on the Board of Directors of Realogy Holdings Corporation since December 2014, and currently serves on its audit committee and nominating and governance committee. Ms. Smith has served on the Board of Directors of Piper Sandler Corp since January 2016, and currently serves on its compensation committee and audit committee. From January 2015 to December 2018, Ms. Smith served on the Financial Accounting Standards Advisory Council (FASAC), a group that advises the Financial Accounting Standards Board (FASB) on strategic issues, project priorities and other matters.
Richard Willis	Director	Richard Willis has served as a director of Tuesday Morning since July 2012. Since January 2016, Mr. Willis has served as the Chief Executive Officer, President and a Director of Pharmaca Integrative Pharmacies, an innovative retail pharmacy that combines traditional pharmacy services with natural health and beauty products and expert practitioners. From September 2011 through December 2015, Mr. Willis served as the President, Chief Executive Officer and as a director of Speed Commerce, Inc. (formerly Navarre Corporation), one of the nation's largest omni channel, pure play, end-to-end e-commerce solution providers. Mr. Willis previously served as the Executive Chairman of Charlotte Russe, a mall-based specialty retailer of fashionable, value-priced apparel and accessories, from January 2011 to September 2011. From 2009 to 2011, Mr. Willis served as President of Shoes for Crews, a seller of slip resistant footwear. From 2003 to 2007, Mr. Willis was President and Chief Executive Officer of Baker & Taylor Corporation, a global distributor of books, DVDs and music. Previously, Mr. Willis served as Chairman, President and Chief Executive Officer of Troll Communications and President and Chief Executive Officer of Bell Sports. Mr. Willis served four terms as Chairman of the Board of Regents at Baylor University.

<u>Name</u>	<u>Position</u>	<u>Affiliations and Compensation</u>
Anthony Crudele	Director	Anthony Crudele has not previously served as a director of Tuesday Morning and will become a member of the New Board on the Effective Date. Mr. Crudele has been a member of the Board of Directors of Hibbett Sports, Inc. (NASDAQ:HIBB) since May 2012 and currently serves as the Chairman of the board and Chair of the Nominating and Corporate Governance Committee. He holds a Bachelor of Business Administration degree in Accounting from the University of Notre Dame. He served as the Executive Vice President, Chief Financial Officer and Treasurer of Tractor Supply Company (TSC) from May 2007 through February 2017 and previously served as their Senior Vice President, Chief Financial Officer and Treasurer since joining the company in September 2005. Prior to that time, he served as Executive Vice President and Chief Financial Officer of Gibson Guitar from 2003 to 2005; as Executive Vice President and Chief Financial Officer of Xcelerate Corp from 2000 to 2003; and in senior financial roles at The Sports Authority from 1989 to 1999, including Senior Vice President and Chief Financial Officer from 1996 to 1999. Mr. Crudele is a certified public accountant and began his career in 1978, spending the majority of his public accounting tenure at the international accounting firm of Price Waterhouse.
Douglas Dossey	Director	Douglas Dossey has not previously served as a director of Tuesday Morning and will become a member of the New Board on the Effective Date. Douglas Dossey is Co-Founder and Co-Managing Partner of Tensile Capital Management LLC. He leads the firm's private equity investment activities and focuses on sourcing, researching, and executing public and private investments. Prior to Tensile, Doug was a Managing Partner, member of the Investment and Management Committees and the Head of Private Equity at Blum Capital Partners, L.P. Previously, Doug was a Managing Director and Co-Owner of FdG Associates LLC and, prior to FdG, was an investment banking Analyst and Associate with Merrill Lynch & Co. Doug has served on 28 boards of directors, including 14 as Chairman. He received a BS in Accountancy with High Honors from the University of Illinois at Urbana-Champaign and passed the Certified Public Accountant Examination in 1995.
W. Paul Jones	Director	W. Paul Jones has not previously served as a director of Tuesday Morning and will become a member of the New Board on the Effective Date. Mr. Jones has been serving on the Board of Directors of JC Penney Company, Inc. since July 2019 where he serves on the Corporate Governance Committee and on the Human Resources and Compensation Committee. Prior to serving on the JC Penney board, Mr. Jones was Chief Executive Officer of Payless ShoeSource, Inc. (footwear retailer) from 2012 to 2017 when he retired. Prior to serving as CEO of Payless ShoeSource, Inc., Mr. Jones was President, Chairman and Chief Executive Officer from 2009 to 2012 of Shopko Stores, Inc. (retail store chain), and President and Chief Merchandising Officer of Shopko Stores, Inc. from 2007 to 2009. Mr. Jones was also Vice President and General Merchandise Manager, Sears Roebuck and Co. (department store chain), from 2004 to 2005 and Senior Vice President, Merchandising of Kohl's Corporation (department store chain) from 1997 to 2004.

<u>Name</u>	<u>Position</u>	<u>Affiliations and Compensation</u>
John Lewis	Director	John Lewis has not previously served as a director of Tuesday Morning and will become a member of the New Board on the Effective Date. In 2002 Mr Lewis founded Osmium Partners, LLC, an investment management firm which focuses on investing in high-quality, small capitalization public equities, where he currently serves as the Chief Investment Officer. From July 2014 through November 2017, Mr. Lewis served as a member of the Board of Directors of Spark Networks Inc. (now Spark Networks SE) where he served as Chairman of the Nominating Committee and as a Member of the Compensation Committee and the Audit Committee. From October 2015 through August 2017, he served as member of the Board of Directors of Intersections Inc. where he served as a member of the Risk Committee.
Steven Becker	Director, Chief Executive Officer and President	<p>Steven Becker has served as a director of Tuesday Morning since July 2012 and was appointed its Chief Executive Officer in December 2015. Prior to becoming CEO of Tuesday Morning, Mr. Becker served as Chairman of the Board of the Company from July 2012 until September 2015 and as Executive Chairman and head of the Office of the Chairman from September 2015 until December 2015. Prior to becoming CEO of Tuesday Morning, Mr. Becker spent 20 years in the investment management industry with a focus on investing in middle market public companies. Mr. Becker has extensive public company board experience having previously served as a board member at a variety of public companies including, Hot Topic, Inc., an apparel retailer, Ruby Tuesday, a national restaurant company, Emcore, a semiconductor producer, Plato Learning, an educational software company, Pixelworks, a semiconductor producer, Fuel Systems Solutions, a manufacturer of alternative energy systems, and Special Diversified Opportunities, a holding company that owns businesses in a variety of industries, among others. Prior to becoming CEO of Tuesday Morning, Mr. Becker was the co-managing partner at Becker Drapkin Asset Management, whose predecessor, Greenway Capital, he founded in 2005. From 1997 to 2004, Mr. Becker was a partner at Special Situations Funds, a New York City based asset manager.</p> <p>Mr. Becker's base salary will initially be \$750,000 per year.</p>
Stacie Shirley	Executive Vice President and Chief Financial Officer	<p>Stacie Shirley has served as the Company's Executive Vice President and Chief Financial Officer since January 2016. Prior to joining the Company, Ms. Shirley served as an executive officer of Neiman Marcus Group LTD LLC, a luxury fashion retailer, serving as Senior Vice President, Finance and Treasurer from September 2010 until December 2015 and Vice President, Finance and Treasurer from December 2001 until September 2010. In her most recent position with Neiman Marcus Group, Ms. Shirley's areas of responsibility included finance, capital markets, treasury operations, capital planning and forecasting, credit operations, investor relations, risk management and internal audit. \ Prior to joining Neiman Marcus Group, Ms. Shirley served in various capacities at CompUSA Inc. from 1993 to 2001, including service as Vice President, Finance and Treasurer from 1999 for 2001. Ms. Shirley began her career as an accountant with Ernst &Young in 1990 and is a certified public accountant.</p> <p>Ms. Shirley's base salary will initially be \$426,000 per year.</p>

<u>Name</u>	<u>Position</u>	<u>Affiliations and Compensation</u>
Bridgett Zeterberg	Executive Vice President Human Resources and General Counsel	<p>Bridgett Zeterberg has served as the Company's Executive Vice President Human Resources, General Counsel and Corporate Secretary responsible for the Company's legal matters and oversight of the human resources, risk management and loss prevention functions since February 2019. From April 2017 to February 2019, she served as the Company's Senior Vice President Human Resources, General Counsel and Corporate Secretary. From July 2016 to April 2017, she served as the Company's Senior Vice President, General Counsel and Corporate Secretary. Prior to joining the Company, Ms. Zeterberg served as Senior Vice President, General Counsel and Corporate Secretary of Zale Corporation, and as Senior Vice President, General Counsel of Total Wine & More. Ms. Zeterberg served in various roles for hospitality company Accor North America including Vice President, Assistant General Counsel and Vice President of Human Resources for the Motel 6 Division.</p> <p>Ms. Zeterberg's base salary will initially be \$370,000 per year.</p>
Phillip Hixon	Executive Vice President Store Operations and Real Estate	<p>Phillip Hixon has served as the Company's Executive Vice President, Store Operations since September 2015 and served as a member of the Office of the Chairman from September 2015 until the dissolution of that office in December 2015. From June 2014 to September 2015, Mr. Hixon served as the Company's Senior Vice President, Store Operations, and from September 2013 to June 2014, Mr. Hixon served as the Company's Vice President, Store Planning. Prior to joining the Company, Mr. Hixon served as Vice President of Business Development of Merchco Services, Inc., a provider of retail store development and support services, from June 2012 until August 2013. From 2011 until 2012 and 2005 until 2006, Mr. Hixon owned and served as principal of Diversified Resources LLC, where he developed and implemented programs for clients in the areas of strategic planning, effective business practices, process enhancement and organizational effectiveness. From 2009 until 2011, Mr. Hixon served in the Department of Strategy and Innovation at Petco Animal Supplies Inc., a specialty retailer of pet supplies. From 2006 until 2009, Mr. Hixon held various executive positions with DuckWall-Alco Stores, Inc., a retail chain, including Senior Vice President, Store Operations, Real Estate, Store Development and Senior Vice President, Merchandising. Mr. Hixon served as Vice President, Store Development for Michaels Stores, Inc., a national arts and crafts specialty retailer, from 1987 until 2005.</p> <p>Mr. Hixon's base salary will initially be \$322,000 per year.</p>

<u>Name</u>	<u>Position</u>	<u>Affiliations and Compensation</u>
Catherine Davis	Senior Vice President of Marketing	<p>Catherine Davis has served as Senior Vice President of Marketing since April 2017 and is responsible for all marketing and creative efforts for the Tuesday Morning Brand. Prior to joining the Company, Ms. Davis served as Vice President, Marketing – Stores & eCommerce of Neiman Marcus Group from August 2014 through April 2017 and as Vice President, Marketing – Stores & eCommerce for the Neiman Marcus Last Call division of Neiman Marcus Group. Ms. Davis also worked as Direct Marketing Director for the Container Store from April 2008 to June 2012. From August 1999 to April 2008 she worked in the marketing department of Neiman Marcus Group and from August 1989 through July 1999 she worked at Harold's where she served, among other roles, as Director of Marketing.</p> <p>Ms. Davis' salary will initially be \$295,000 per year.</p>

Respectfully submitted this 19th day of December, 2020

HAYNES AND BOONE, LLP

By: /s/ Ian T. Peck

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ATTORNEYS FOR DEBTORS

EXHIBIT A

Proposed Director Compensation



Effective September 2019

Non-Employee Director Compensation

<u>Components of Non-Employee Director Compensation</u>	<u>Amount</u>
Board Service Annual Cash Compensation⁽¹⁾	
Board Member Retainer	\$60,000
Board Chair Retainer (premium) ⁽²⁾	\$65,000
Committee Service Annual Cash Compensation⁽¹⁾	
Audit Committee Chair Retainer	\$20,000
Audit Committee Member Retainer	\$10,000
Compensation Committee Chair Retainer	\$15,000
Compensation Committee Member Retainer	\$7,500
Nominating and Governance Committee Chair Retainer	\$10,000
Nominating and Governance Committee Member Retainer	\$7,500
Board Service Annual Equity Compensation	
Annual Grant of Restricted Stock (Board Service Retainer) ⁽³⁾	\$80,000
Annual Grant of Restricted Stock (Board Chair Retainer Premium) ⁽²⁾	\$60,000

⁽¹⁾Annual Cash Compensation shall be payable in arrears ¼ each quarter. If a non-employee director does not serve on the Board or a committee for the entire quarter, then the quarterly payment of the cash compensation shall be prorated based on the number of days in each quarter that a non-employee director served in any such position during a quarter.

⁽²⁾Review annually.

⁽³⁾For new directors, if Board service begins on or before July 31st during the first year of service, then the new director shall be granted the full annual equity compensation grant of restricted stock made to existing directors during the most recent annual grant. For new directors, if Board service begins on or after August 1st during the first year of service, then the new director shall be granted one-half (1/2) the annual equity compensation grant of restricted stock made to existing directors during the most recent annual grant. Generally, the annual equity compensation grant of restricted stock to directors shall occur immediately after the Company's annual meeting of stockholders (the "Annual Meeting"); provided, that, such Annual Meeting is not held during a blackout period. If the Company's Annual Meeting takes place during a blackout period, then such grant shall occur immediately after such blackout period ends. Generally, the vesting schedule will be 100% vesting on the earlier of the one year anniversary of the grant date or immediately prior to the Company's next Annual Meeting on the Annual Meeting date.