Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE CONTAINER STORE, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1989

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
THE CONTAINER STORE INC.

500 FREEPORT PARKWAY
COPPELL, TX 75019-3863

500 FREEPORT PARKWAY
COPPELL, TX 75019-3863

2b Employer Identification Number (EIN)
75-1596981

2c Sponsor's telephone number
972-538-6000

2d Business code (see instructions)
442299

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	08/08/2011	CLAUDINE TUDGAY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
THE CONTAINER STORE INC.

500 FREEPORT PARKWAY
COPPELL, TX 75019-3863

3b Administrator's EIN
75-1596981

3c Administrator's telephone number
972-538-6000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	3447
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	3111
b	Retired or separated participants receiving benefits	**6b**	3
c	Other retired or separated participants entitled to future benefits	**6c**	263
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3377
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	3379
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1609
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	65
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		___ **A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THE CONTAINER STORE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE CONTAINER STORE INC.

D Employer Identification Number (EIN)
75-1596981

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INST. OPS. CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	35850	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANCI 04-2526037	0.40%

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JANUS OVERSEAS T - JANUS SERVICES L 43-1804048	0.34%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO REAL RTN BD AD - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWTH MID CAP VAL I - CITI FUND SE 31-1249295	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THE CONTAINER STORE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE CONTAINER STORE INC.

D Employer Identification Number (EIN)
75-1596981

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3730230	3825420
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1473751	1708486
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	40082689	45857199
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	45286670	51391105
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	45286670	51391105

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)		
	(B) Participants	2a(1)(B)	3357057	
	(C) Others (including rollovers)	2a(1)(C)	208508	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3565565
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	714	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	88175	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		88889
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	799554	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		799554
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4850489
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		9304497
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3128671	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3128671
f Corrective distributions (see instructions)	2f		33953
g Certain deemed distributions of participant loans (see instructions)	2g		866
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	292	
(4) Other	2i(4)	36280	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		36572
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3200062
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		6104435
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BKD, LLP **(2)** EIN: 44-0160260

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
THE CONTAINER STORE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE CONTAINER STORE INC.

D Employer Identification Number (EIN)
75-1596981

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

The Container Store, Inc. 401(k) Plan

EIN 75-1596981 PN 002

Accountants' Report and Financial Statements

December 31, 2010 and 2009

BKD LLP
CPAs & Advisors

The Container Store, Inc. 401(k) Plan

December 31, 2010 and 2009

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BKD LLP
CPAs & Advisors

14241 Dallas Parkway, Suite 1100
Dallas, TX 75254-2961
972.702.8262 Fax 972.702.0673 www.bkd.com

Independent Accountants' Report

Plan Administrator
The Container Store, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of The Container Store, Inc. 401(k) Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the accompanying supplemental schedule. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974,* the plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in *Note 3* and notes receivable from participants, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974.*

As discussed in *Note 9*, in 2010 the Plan changed its method of accounting for notes receivable from participants through retrospective application to prior years' financial statements.

BKD, LLP

Dallas, Texas
July 14, 2011

Federal Employer Identification Number: 44-0160260

experience BKD

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

The Container Store, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

Assets

	2010	2009 (As Adjusted- Note 9)
Investments, At Fair Value		
Mutual funds	$ 45,857,200	$ 40,082,689
Money market fund	3,825,420	3,730,230
	49,682,620	43,812,919
Notes Receivable From Participants	1,708,486	1,473,751
Total assets available for benefits	51,391,106	45,286,670

Liabilities

Excess contributions payable	-	(41,905)
Net Assets Available for Benefits	$ 51,391,106	$ 45,244,765

The Container Store, Inc. 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2010 and 2009

	2010	2009 (As Adjusted- Note 9)
Investment Income		
Net appreciation in fair value of investments	$ 4,852,488	$ 7,990,907
Interest and dividends	800,268	776,943
Total investment income	5,652,756	8,767,850
Interest Income on Notes Receivable From Participants	88,208	84,342
Contributions		
Participants	3,357,057	3,658,406
Employer	-	473,775
Rollovers	208,509	108,397
Total contributions	3,565,566	4,240,578
Total additions	9,306,530	13,092,770
Deductions		
Benefits paid to participants	3,123,722	2,453,054
Administrative expenses	36,467	35,387
Total deductions	3,160,189	2,488,441
Net Increase	6,146,341	10,604,329
Net Assets Available for Benefits, Beginning of Year	45,244,765	34,640,436
Net Assets Available for Benefits, End of Year	$ 51,391,106	$ 45,244,765

The Container Store, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 1: Description of the Plan

The following description of The Container Store, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document and *Summary Plan Description*, which are available from the plan administrator, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which covers all eligible employees of The Container Store, Inc. (the "Company") who have 11 months of service and are age 21 or older. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan.

Effective March 22, 2009, the Plan was amended to discontinue the safe harbor matching employer contribution provisions. Effective August 14, 2009, the Company adopted a Fidelity volume submitter plan document.

Contributions

Each year, participants may contribute from 1% to 60% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans and participants age 50 or older can make catch-up contributions.

For the period January 1, 2009 through March 21, 2009, the Company made safe harbor matching contributions of 100% of the participant's deferrals, limited to 4% of the participant's compensation. Effective March 22, 2009, the Plan was amended to discontinue the safe harbor matching provisions and to elect discretionary matching employer contribution provisions. The Company did not make any discretionary contributions to the Plan during the years ended December 31, 2010 and 2009. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his/her contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefits to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their contributions and safe harbor matching employer contributions, plus earnings thereon. Vesting in other employer contributions, and actual earnings thereon, is based on years of service in accordance with the following schedule:

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Payment of Benefits

Distribution of a participant's vested account balance is available upon the participant's retirement, death, disability, termination of employment, attainment of age 59½, or for a financial hardship meeting the requirements of the Internal Revenue Code (IRC). If a participant is employed by the Company at the time of death or disability, or upon meeting the retirement requirements, he or she will automatically become 100% vested. Distributions are lump sum payments to the participant, or the participant's beneficiary in the case of death, or rollovers into an Individual Retirement Account (IRA) or another qualified plan.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested account balance or $50,000. The loan is secured by the balance in the participant's account and bears a rate of interest determined by the plan administrator based on prevailing rates at the time of the loan. Participant loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Principal and interest are repaid through monthly payroll deductions. Past due delinquent loan balances may be reclassified as benefit payments. Participant loans are included in the statements of net assets available for benefits as notes receivable from participants (See *Note 9*).

Forfeitures

At December 31, 2010 and 2009, forfeited non-vested accounts totaled $38,289 and $42,701, respectively. Forfeitures are retained in the Plan and used to pay administrative expenses.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes receivable from participants

Notes receivable from participants are reported as amortized principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Plan Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust, as then designed, were in accordance with applicable sections of the IRC and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the IRC.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The Company absorbs all administrative expenses of the Plan other than the investment management fees which are paid with forfeitures.

Reclassifications

Certain reclassifications have been made to the 2009 financial statements to conform to the 2010 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Transfer Between Fair Value Hierarchy Levels

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on actual transfer date.

Note 3: Investments

The Plan's investments are held by Fidelity Management Trust Company. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2010	
	Net Appreciation in Fair Value During Year	Fair Value End of Year
Mutual funds	$ 4,852,488	$ 45,857,200
Money market fund	-	3,825,420
	$ 4,852,488	$ 49,682,620

	2009 (As Adjusted - Note 9)	
	Net Appreciation in Fair Value During Year	Fair Value End of Year
Mutual funds	$ 7,990,907	$ 40,082,689
Money market fund	-	3,730,230
	$ 7,990,907	$ 43,812,919

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	December 31, 2010	December 31, 2009
Fidelity Freedom 2030 Fund	$ 4,941,338	$ 4,187,239
Fidelity Retirement Money Market Fund	3,825,420	3,730,230
Fidelity Freedom 2020 Fund	3,675,815	2,785,290
Fidelity Low-Priced Stock Fund	3,477,484	3,037,768
Fidelity US Bond Index Fund	3,457,402	3,724,024
Fidelity Diversified International Fund	3,449,388	3,459,043
Davis NY Venture	3,153,027	2,765,995
Fidelity Contra Fund	3,131,812	2,386,251
Spartan US Equity Index Fund	2,887,260	2,431,144
Fidelity Export and Multinational Fund	2,694,088	2,443,809
Allianz NFJ International Value	*	2,291,615

*The fund balance is below 5% of the Plan's net assets available for benefits at year end.

Interest and dividends realized on the Plan's investments for the years ended December 31, 2010 and 2009 were $800,268 and $776,943, respectively.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are shares of mutual funds managed by the plan trustee. Forfeitures are used to pay fees for investment management services, which totaled $36,467 and $35,387 for the years ended December 31, 2010 and 2009, respectively. The Company absorbs all other administrative expenses of the Plan.

Note 5: Fair Value of Plan Assets and Liabilities

ASC Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statement of net assets available for benefits, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds. The following table presents the fair value measurements of assets and liabilities recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2010 and 2009.

		2010 Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 45,857,200	$ 45,857,200	$ -	$ -
Money market fund	3,825,420	3,825,420	-	-
	$ 49,682,620	$ 49,682,620	$ -	$ -

		2009 (As Adjusted - Note 9) Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 40,082,689	$ 40,082,689	$ -	$ -
Money market fund	3,730,230	3,730,230	-	-
	$ 43,812,919	$ 43,812,919	$ -	$ -

Realized and unrealized gains and losses included in net increase in net assets available for benefits for the period from January 1, 2009, through December 31, 2010, are reported in net appreciation in fair value of investments in the statements of changes in net assets available for benefits.

Note 6: Significant Estimates and Concentrations

The current protracted economic environment continues to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted in large and unanticipated declines in the fair value of investments. The financial statements have been prepared using values and information currently available to the Plan.

Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

Note 7: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Form 5500 as of December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 6,146,341	$ 10,604,329
Participant contributions receivable	-	6,653
Employer contributions receivable	-	4,004
Excess contributions payable	(41,905)	41,905
Net increase in net assets available for benefits per Form 5500	$ 6,104,436	$ 10,656,891

Note 9: Change in Accounting Principle

During 2010, the Plan adopted the provisions of Accounting Standards Update (ASU) 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU requires loans to participants to be reported as notes receivable from participants at unpaid principal plus accrued but unpaid interest, instead of being reported as a part of investments at fair value as they were under previous guidance.

The following financial statement, line items for 2010 and 2009 was affected by the change in accounting principle.

	2010 Statement of Net Assets Available for Benefits		
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
Investments	$ 51,391,106	$ 49,682,620	$ 1,708,486
Notes receivable from participants	-	1,708,486	(1,708,486)
Total	$ 51,391,106	$ 51,391,106	$ -

	2009 Statement of Net Assets Available for Benefits		
	As Previously Reported	As Adjusted	Effect of Change
Investments	$ 45,286,670	$ 43,812,919	$ 1,473,751
Notes receivable from participants	-	1,473,751	(1,473,751)
Total	$ 45,286,670	$ 45,286,670	$ -

	2010 Statement of Changes in Net Assets Available for Benefits		
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
Interest and dividends	$ 888,476	800,268	$ 88,208
Total investment income	5,740,964	5,652,756	88,208
Interest income on notes receivable from participants	-	88,208	(88,208)

	2009 Statement of Changes in Net Assets Available for Benefits		
	As Previously Reported	As Adjusted	Effect of Change
Interest and dividends	$ 861,285	776,943	$ 84,342
Total investment income	8,852,192	8,767,850	84,342
Interest income on notes receivable from participants	-	84,342	(84,342)

Net assets available for benefit were not affected by the adoption of the new guidance.

Note 10: Subsequent Events

Subsequent events have been evaluated through July 14, 2011, which is the date the financial statements were available to be issued.

Supplemental Schedule

The Container Store, Inc. 401(k) Plan

EIN 75-1596981 PN 002

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2010

(a)	Identity of Issuer (b)	Description of Investment (c)	Current Value (e)
*	Fidelity Freedom 2030 Fund	358,848.071 shares	$ 4,941,338
*	Fidelity Retirement Money Market Fund	3,825,420 shares	3,825,420
*	Fidelity Freedom 2020 Fund	266,556.582 shares	3,675,815
*	Fidelity Low-Priced Stock Fund	90,606.6655 shares	3,477,484
*	Fidelity US Bond Index Fund	305,154.655 shares	3,457,402
*	Fidelity Diversified International Fund	114,407.552 shares	3,449,388
	Davis NY Venture Fund	91,817.907 shares	3,153,027
*	Fidelity Contra Fund	46,239.658 shares	3,131,812
	Spartan US Equity Index Fund	64,911.41 shares	2,887,260
*	Fidelity Export and Multinational Fund	123,525.371 shares	2,694,088
*	Fidelity Mid-Cap Stock Fund	85,707.606 shares	2,472,664
	Allianz NFJ Dividend Value	198,312.812 shares	2,274,648
*	Fidelity Freedom 2040 Fund	267,125.878 shares	2,139,678
	Baron Growth Fund	36,429.81 shares	1,866,299
*	Fidelity Freedom 2025 Fund	90,095.351 shares	1,037,898
*	Fidelity Freedom 2035 Fund	79,706.008 shares	914,228
*	Fidelity Freedom 2010 Fund	60,693.836 shares	824,829
*	Fidelity Freedom 2015 Fund	63,167.016 shares	716,314
*	Fidelity Small-Cap Stock Fund	31,211.516 shares	611,746
*	Fidelity Value Fund	7,473.097 shares	513,327
	PIMCO Real Return	42,740.073 shares	485,527
*	Fidelity Freedom 2045 Fund	35,620.996 shares	338,043
*	Fidelity Freedom Income Fund	19,930.376 shares	224,815
*	*Fidelity Freedom 2000 Fund	18447.314 shares	220,261
*	Fidelity Freedom 2050 Fund	17,101.282 shares	160,411
	Janus Overseas	2,611.55 shares	132,249
	RidgeWorth Mid-Cap Value	2,299.324 shares	27,293
*	Fidelity Freedom 2005 Fund	1,765.488 shares	19,085
	Allianz NFJ International Value Fund	492.587 shares	10,270
*	Participant loans	Interest rates at 5.75%	1,708,486
			$ 51,391,106

* Party-in-interest as defined by ERISA.

The Container Store, Inc. 401(k) Plan

EIN 75-1596981 PN 002

Accountants' Report and Financial Statements

December 31, 2010 and 2009

BKD LLP
CPAs & Advisors

The Container Store, Inc. 401(k) Plan

December 31, 2010 and 2009

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BKD LLP
CPAs & Advisors

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Independent Accountants' Report

Plan Administrator
The Container Store, Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of The Container Store, Inc. 401(k) Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended and the accompanying supplemental schedule. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974,* the plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in *Note 3* and notes receivable from participants, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974.*

As discussed in *Note 9*, in 2010 the Plan changed its method of accounting for notes receivable from participants through retrospective application to prior years' financial statements.

BKD, LLP

Dallas, Texas
July 14, 2011

Federal Employer Identification Number: 44-0160260

experience BKD

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

The Container Store, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

Assets

	2010	2009 (As Adjusted- Note 9)
Investments, At Fair Value		
Mutual funds	$ 45,857,200	$ 40,082,689
Money market fund	3,825,420	3,730,230
	49,682,620	43,812,919
Notes Receivable From Participants	1,708,486	1,473,751
Total assets available for benefits	51,391,106	45,286,670

Liabilities

Excess contributions payable	-	(41,905)
Net Assets Available for Benefits	$ 51,391,106	$ 45,244,765

The Container Store, Inc. 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2010 and 2009

	2010	2009 (As Adjusted- Note 9)
Investment Income		
Net appreciation in fair value of investments	$ 4,852,488	$ 7,990,907
Interest and dividends	800,268	776,943
Total investment income	5,652,756	8,767,850
Interest Income on Notes Receivable From Participants	88,208	84,342
Contributions		
Participants	3,357,057	3,658,406
Employer	-	473,775
Rollovers	208,509	108,397
Total contributions	3,565,566	4,240,578
Total additions	9,306,530	13,092,770
Deductions		
Benefits paid to participants	3,123,722	2,453,054
Administrative expenses	36,467	35,387
Total deductions	3,160,189	2,488,441
Net Increase	6,146,341	10,604,329
Net Assets Available for Benefits, Beginning of Year	45,244,765	34,640,436
Net Assets Available for Benefits, End of Year	$ 51,391,106	$ 45,244,765

The Container Store, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2010 and 2009

Note 1: Description of the Plan

The following description of The Container Store, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document and *Summary Plan Description*, which are available from the plan administrator, for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan which covers all eligible employees of The Container Store, Inc. (the "Company") who have 11 months of service and are age 21 or older. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan.

Effective March 22, 2009, the Plan was amended to discontinue the safe harbor matching employer contribution provisions. Effective August 14, 2009, the Company adopted a Fidelity volume submitter plan document.

Contributions

Each year, participants may contribute from 1% to 60% of pretax annual compensation, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified plans and participants age 50 or older can make catch-up contributions.

For the period January 1, 2009 through March 21, 2009, the Company made safe harbor matching contributions of 100% of the participant's deferrals, limited to 4% of the participant's compensation. Effective March 22, 2009, the Plan was amended to discontinue the safe harbor matching provisions and to elect discretionary matching employer contribution provisions. The Company did not make any discretionary contributions to the Plan during the years ended December 31, 2010 and 2009. Contributions are subject to certain limitations.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing his/her contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and Plan earnings. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefits to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately vested in their contributions and safe harbor matching employer contributions, plus earnings thereon. Vesting in other employer contributions, and actual earnings thereon, is based on years of service in accordance with the following schedule:

Years of Service	Vesting Percentage
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

Payment of Benefits

Distribution of a participant's vested account balance is available upon the participant's retirement, death, disability, termination of employment, attainment of age 59½, or for a financial hardship meeting the requirements of the Internal Revenue Code (IRC). If a participant is employed by the Company at the time of death or disability, or upon meeting the retirement requirements, he or she will automatically become 100% vested. Distributions are lump sum payments to the participant, or the participant's beneficiary in the case of death, or rollovers into an Individual Retirement Account (IRA) or another qualified plan.

Participant Loans

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of 50% of their vested account balance or $50,000. The loan is secured by the balance in the participant's account and bears a rate of interest determined by the plan administrator based on prevailing rates at the time of the loan. Participant loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Principal and interest are repaid through monthly payroll deductions. Past due delinquent loan balances may be reclassified as benefit payments. Participant loans are included in the statements of net assets available for benefits as notes receivable from participants (See *Note 9*).

Forfeitures

At December 31, 2010 and 2009, forfeited non-vested accounts totaled $38,289 and $42,701, respectively. Forfeitures are retained in the Plan and used to pay administrative expenses.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets, and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes receivable from participants

Notes receivable from participants are reported as amortized principal balance plus accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Plan Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust, as then designed, were in accordance with applicable sections of the IRC and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan and the related trust are currently designed and being operated in compliance with the applicable requirements of the IRC.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

The Company absorbs all administrative expenses of the Plan other than the investment management fees which are paid with forfeitures.

Reclassifications

Certain reclassifications have been made to the 2009 financial statements to conform to the 2010 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Transfer Between Fair Value Hierarchy Levels

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs) and Level 3 (significant unobservable inputs) are recognized on actual transfer date.

Note 3: Investments

The Plan's investments are held by Fidelity Management Trust Company. The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

	2010	
	Net Appreciation in Fair Value During Year	Fair Value End of Year
Mutual funds	$ 4,852,488	$ 45,857,200
Money market fund	-	3,825,420
	$ 4,852,488	$ 49,682,620

	2009 (As Adjusted - Note 9)	
	Net Appreciation in Fair Value During Year	Fair Value End of Year
Mutual funds	$ 7,990,907	$ 40,082,689
Money market fund	-	3,730,230
	$ 7,990,907	$ 43,812,919

The fair value of individual investments that represented 5% or more of the Plan's net assets available for benefits were as follows:

	December 31, 2010	December 31, 2009
Fidelity Freedom 2030 Fund	$ 4,941,338	$ 4,187,239
Fidelity Retirement Money Market Fund	3,825,420	3,730,230
Fidelity Freedom 2020 Fund	3,675,815	2,785,290
Fidelity Low-Priced Stock Fund	3,477,484	3,037,768
Fidelity US Bond Index Fund	3,457,402	3,724,024
Fidelity Diversified International Fund	3,449,388	3,459,043
Davis NY Venture	3,153,027	2,765,995
Fidelity Contra Fund	3,131,812	2,386,251
Spartan US Equity Index Fund	2,887,260	2,431,144
Fidelity Export and Multinational Fund	2,694,088	2,443,809
Allianz NFJ International Value	*	2,291,615

*The fund balance is below 5% of the Plan's net assets available for benefits at year end.

Interest and dividends realized on the Plan's investments for the years ended December 31, 2010 and 2009 were $800,268 and $776,943, respectively.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association, or relatives of such persons.

Certain Plan investments are shares of mutual funds managed by the plan trustee. Forfeitures are used to pay fees for investment management services, which totaled $36,467 and $35,387 for the years ended December 31, 2010 and 2009, respectively. The Company absorbs all other administrative expenses of the Plan.

Note 5: Fair Value of Plan Assets and Liabilities

ASC Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying statement of net assets available for benefits, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds. The following table presents the fair value measurements of assets and liabilities recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2010 and 2009.

		2010 Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 45,857,200	$ 45,857,200	$ -	$ -
Money market fund	3,825,420	3,825,420	-	-
	$ 49,682,620	$ 49,682,620	$ -	$ -

		2009 (As Adjusted - Note 9) Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds	$ 40,082,689	$ 40,082,689	$ -	$ -
Money market fund	3,730,230	3,730,230	-	-
	$ 43,812,919	$ 43,812,919	$ -	$ -

Realized and unrealized gains and losses included in net increase in net assets available for benefits for the period from January 1, 2009, through December 31, 2010, are reported in net appreciation in fair value of investments in the statements of changes in net assets available for benefits.

Note 6: Significant Estimates and Concentrations

The current protracted economic environment continues to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted in large and unanticipated declines in the fair value of investments. The financial statements have been prepared using values and information currently available to the Plan.

Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

Note 7: Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to Form 5500 as of December 31, 2010 and 2009:

	2010	2009
Net increase in net assets available for benefits per the financial statements	$ 6,146,341	$ 10,604,329
Participant contributions receivable	-	6,653
Employer contributions receivable	-	4,004
Excess contributions payable	(41,905)	41,905
Net increase in net assets available for benefits per Form 5500	$ 6,104,436	$ 10,656,891

Note 9: Change in Accounting Principle

During 2010, the Plan adopted the provisions of Accounting Standards Update (ASU) 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*. The ASU requires loans to participants to be reported as notes receivable from participants at unpaid principal plus accrued but unpaid interest, instead of being reported as a part of investments at fair value as they were under previous guidance.

The following financial statement, line items for 2010 and 2009 was affected by the change in accounting principle.

	2010 Statement of Net Assets Available for Benefits		
	As Computed Under Previous Guidance	As Computed Under ASU 2010-25	Effect of Change
Investments	$ 51,391,106	$ 49,682,620	$ 1,708,486
Notes receivable from participants	-	1,708,486	(1,708,486)
Total	$ 51,391,106	$ 51,391,106	$ -

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	As Previously Reported	As Adjusted	Effect of Change
Investments	$ 45,286,670	$ 43,812,919	$ 1,473,751
Notes receivable from participants	-	1,473,751	(1,473,751)
Total	$ 45,286,670	$ 45,286,670	$ -

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Net assets available for benefit were not affected by the adoption of the new guidance.

Note 10: Subsequent Events

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The Container Store, Inc. 401(k) Plan

EIN 75-1596981 PN 002

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*	*Fidelity Freedom 2000 Fund	18447.314 shares	220,261
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	Janus Overseas	2,611.55 shares	132,249
	RidgeWorth Mid-Cap Value	2,299.324 shares	27,293
*	Fidelity Freedom 2005 Fund	1,765.488 shares	19,085
	Allianz NFJ International Value Fund	492.587 shares	10,270
*	Participant loans	Interest rates at 5.75%	1,708,486
			$ 51,391,106

* Party-in-interest as defined by ERISA.