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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY (NEWARK VICINAGE)

In re: DIRECTBUY HOME IMPROVEMENT, INC., d/b/a Z Gallerie, Debtor.	Chapter 11 Case No. 23-19159 (SLM) Hon. Stacey L. Meisel U.S. Bankruptcy Judge

NOTICE OF MOTION

TO APPOINT EXAMINER AND FOR RELATED RELIEF IN LIGHT OF ALTER EGO ENTERPRISE AND INSIDER MISCONDUCT (THE "MOTION")

HEARING DATE: _____________, 2025 at _______ __.m. (or as the Court may set) HEARING LOCATION: U.S. Bankruptcy Court, District of New Jersey Martin Luther King Jr. Federal Bldg. & U.S. Courthouse 50 Walnut Street, Courtroom 3A, Newark, NJ 07102

TO: All parties in interest, including the Office of the United States Trustee, the Debtor and its counsel, the Liquidation/Plan Trustee and counsel, the Committee's counsel and financial advisor, and all parties on the Master Service List/Rule 2002 List.

PLEASE TAKE NOTICE that **Thomas Pope** and **Elena Pope** (together, the "Movants"), appearing **pro se** and in their individual capacities only, move the Court for entry of an order: (1) appointing an **Examiner** under 11 U.S.C. § 1104(c) with a defined mandate; (2) granting related relief addressing professional conflicts, disclosures, and preservation of estate claims; and (3) such other relief as is just and proper, **as set forth in the Motion filed contemporaneously herewith**. The Motion (and supporting certification/exhibits and proposed order) detail the grounds for the requested relief.

PLEASE TAKE FURTHER NOTICE that **no separate brief** is submitted; Movants rely on the Motion and supporting certification/exhibits and the record of this case. See D.N.J. LBR 9013-1.

PLEASE TAKE FURTHER NOTICE that, **if the Court sets a hearing**, any party wishing to oppose the Motion must file with the Clerk and serve upon the Movants a written objection stating with particularity the basis for the objection **no later than seven (7) days before the hearing date** in accordance with **D.N.J. LBR**

9013-2(a). Failure to timely file and serve an objection may be deemed consent to the relief requested.

PLEASE TAKE FURTHER NOTICE that **Movants do not request oral argument unless an objection is timely filed**. If no objection is filed, the Court **may decide the Motion on the papers and grant the requested relief without further notice or hearing** pursuant to **D.N.J. LBR 9013-3**.

PAPERS ON FILE: The Motion, supporting certification with exhibits, and proposed order have been submitted to the Clerk of the Court. Copies may be obtained from the Clerk's Office at the address above, via PACER, or from the case website maintained by the noticing agent.

Dated: 18th day of September, 2025

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BY: D. Chojnowski
DEPUTY CLERK

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY (NEWARK VICINAGE)

In re: DIRECTBUY HOME IMPROVEMENT, INC., d/b/a Z Gallerie, Debtor.	Chapter 11 Case No. 23-19159 (SLM) Hon. Stacey L. Meisel U.S. Bankruptcy Judge

MOTION TO APPOINT EXAMINER AND FOR RELATED RELIEF IN LIGHT OF ALTER EGO ENTERPRISE AND INSIDER MISCONDUCT

I. INTRODUCTION AND STANDING

Movants Thomas Pope and Elena/Elona Pope, pro se creditors in the Chapter 11 case of DirectBuy Home Improvement, Inc. (d/b/a Z Gallerie) (Case No. 23-19159-SLM), respectfully submit this motion. Movants Thomas Pope and Elena Pope are individual creditors who timely filed proofs of claim in this case (Claim Nos. 132 and 150). Movants appear solely in their individual capacities and do not appear on behalf of Buy Direct LLC (referenced only as background as holder of Claim No. 142). As significant creditors (and former DirectBuy franchisees) harmed by past insider dealings, Movants have standing to seek an examiner and related relief to investigate and address an ongoing pattern of alter ego operation, undisclosed asset transfers, and abuse of the bankruptcy process by the Debtor's controlling insiders.

Post-Confirmation Context; Non-Interference and Alternative Relief. Movants acknowledge that this case is in a post-confirmation posture and that a Liquidation Trustee serves as the estate's fiduciary. See Order dated May 23, 2025, extending the Trustee's time to object to claims by 180 days. Nothing in this Motion seeks to alter or impair the Trustee's claims-reconciliation process or deadlines. If the Court determines that formal appointment of an examiner under 11 U.S.C. § 1104(c) is not practicable post-confirmation, Movants request alternative relief narrowly tailored to the same ends: (i) authorization under Fed. R. Bankr. P. 2004 to take discovery from the Debtor, the Liquidation Trustee (as appropriate), CSC Generation and identified affiliates, and Province; (ii) an order directing the Liquidation Trustee to retain, at estate expense, an independent investigative professional to examine the topics identified herein and report to the Court; and/or (iii) a referral to the United States Trustee to evaluate professional disclosures and take such action as is appropriate.

II. BACKGROUND: THE CSC GENERATION ENTERPRISE AND ITS "FAMILY OF BRANDS"

CSC Generation Holdings, Inc. ("CSC") is a holding company founded in 2016 by Justin Yoshimura that specializes in acquiring distressed retail brands and integrating them into a unified platform. Over the past several years, CSC and its insiders have quietly amassed a portfolio of home goods retailers – including DirectBuy, Z Gallerie, One Kings Lane, Sur La Table, Home Consignment Center, and Touch of Modern – often through bankruptcy sales or insolvency proceedings. CSC's own job postings and corporate statements refer to this portfolio as the "CSC Generation Holdings family of brands," reflecting that these ostensibly separate companies are operated as one enterprise.

Alter Ego Indicators: The brands under CSC's umbrella exhibit extensive overlap in ownership, management, and operations, strongly indicating that they function as alter egos of a single enterprise rather than independent companies:

- **Unified Ownership and Headquarters:** Each brand operates under a special-purpose subsidiary of CSC (e.g., OKL Holdings, Inc. d/b/a One Kings Lane; SLT Lending SPV, Inc. d/b/a Sur La Table; DirectBuy Home Improvement, Inc. d/b/a Z Gallerie) – all of which are wholly owned or controlled by CSC. All report to the same headquarters address (8450 Broadway, Merrillville, Indiana, DirectBuy's longtime HQ).
- **Common Branding and Disclosures:** The consumer-facing websites and policies of all these brands acknowledge the unified control. For example, One Kings Lane's privacy policy states that "One Kings Lane is part of the CSC Generation Holdings, Inc. family of brands" and that data collected is maintained for CSCGH on common servers.

Likewise, the terms or legal notices for Z Gallerie, Sur La Table, and others uniformly state they are part of the "CSC Generation family of brands," often directing legal inquiries to a centralized CSC email (e.g., dmca@cscgeneration.com) or the Indiana headquarters.

- **Shared Customer Data and IT Infrastructure:** Customer and member information is commingled across the brands. Each brand's privacy disclosures indicate that personal data may be freely shared within the CSC portfolio of companies. In other words, the separate brands draw from a centralized customer database and technology platform, rather than maintaining truly separate systems. This centralized data warehousing is a hallmark of a single integrated enterprise.
- **Overlap of Executives and Management:** The same core group of insiders manages multiple brands in the network. For instance, Jordan Voloshin, a founding member of CSC's executive team, served as CEO of Z Gallerie after its 2019 acquisition and later as CEO of Sur La Table, while retaining his role with CSC. Similarly, the Chief Operating Officer of DirectBuy was assigned to oversee Z Gallerie's operations post-acquisition. Key departments such as human resources, finance, and legal compliance are handled centrally for all

brands. These are "textbook alter ego" circumstances where corporate separateness is ignored in practice.

- **Centralized Services (Shared Services Entities):** CSC operates internal service companies that provide support across the whole family of brands. For example, CSCGH Shared Services, LLC (with offices in Indiana and Chicago) and its affiliate CSCGH Shared Services Canada, Inc. handle call center operations, IT, and other back-office functions for all the retail brands. The Debtor's own filings list significant payables owed to these CSC shared-service entities – e.g., over $577,000 owed to CSCGH Shared Services Canada, Inc. – underscoring how the purportedly separate Debtor relies on centralized corporate services (and incurs intercompany debt in favor of the parent's affiliates). Additionally, CSC established a Mexico-based call center subsidiary, MX CCS, LLC S. de R.L. de C.V., which provides customer service for the various brands. MX CCS's privacy notice confirms it is part of the CSC Generation group and states that personal data may be transferred to "empresas del mismo grupo… de CSC Generation Holdings, Inc." (companies of the same group as CSC). Tellingly, the contact email for MX CCS's HR department uses a DirectBuy.com address – further evidence that what appears to be an outsourced vendor is in fact an internal arm of the single enterprise.

In sum, CSC Generation and its controlled network of brands operate as one unified organization in all but name. They share the same owners, executives, office locations, customer pool, and infrastructure – factors that courts recognize as indicative of an alter ego or "single enterprise" liable for each other's obligations. The Debtor DirectBuy Home Improvement, Inc. (Z Gallerie's operating entity) is therefore not an independent company exercising its own judgment, but rather a pawn within this larger enterprise directed by CSC and its principals.

III. EVIDENCE OF UNDISCLOSED ASSET TRANSFERS AND LIABILITIES AVOIDANCE

The history of DirectBuy and related brands reveals a pattern of insiders transferring valuable assets to affiliate entities (often out of creditors' reach) and using bankruptcy proceedings to shed liabilities while continuing the underlying business through new vehicles. Key examples include:

- **2016 DirectBuy "Shadow Sale" and Liability Dump:** DirectBuy (a membership buying club founded in 1971) was acquired in a 2007 leveraged buyout by private equity firms Trivest Partners and H.I.G. Capital. When DirectBuy became insolvent under the LBO debt by 2016, those sponsors engineered a bankruptcy in Delaware (Case No. 16-12435) not to maximize creditor recovery, but to secretly benefit themselves. They appointed insider restructuring officers and created a straw buyer entity ("Derby SPV") to nominally purchase DirectBuy's assets under a Chapter 11 plan – a transaction that in reality allowed Trivest and H.I.G. to wipe out all unsecured creditor and franchisee claims while preserving the business's core value for themselves. In essence, the valuable assets (the DirectBuy brand, its customer contracts and IP) were simply transferred to a new entity controlled by the same insiders at a fraction of their worth, shorn of liabilities. This was a classic "reset" bankruptcy scheme: the old company was left as an empty shell for creditors, while the insiders continued the business in a new shell, unburdened by debt. Notably, the ultimate acquirer in 2017 was CSC Generation Holdings, Inc., which was "not a neutral market buyer, but a continuation vehicle for the same … insiders who orchestrated the original collapse." In other words, CSC was effectively the next incarnation of the enterprise under Trivest's ongoing influence. Such a non-arm's-length insider transaction is a blatant abuse of the bankruptcy process. Courts have recognized that this kind of "zombie company" strategy – where insiders leave behind creditors and continue the business under a new entity – violates fundamental bankruptcy principles.

- **Concealment of DirectBuy's Travel Program Assets:** During the 2016 DirectBuy bankruptcy, the insiders also failed to disclose a major asset – the DirectBuy Travel business and its lucrative member database – thereby keeping it outside the reach of creditors. DirectBuy had launched "DirectBuy Travel" around 2014–2015 as a program offering travel and vacation benefits to its club members, using DirectBuy's member list and brand name. However, in the bankruptcy, this program and its contracts were never disclosed as a distinct asset or executory contract. Instead, it was quietly spun off. Immediately after the bankruptcy sale, an affiliated company, International Cruise & Excursions (ICE) (now known as Arrivia, Inc.), continued operating the travel program seamlessly – marketing to the same DirectBuy members under the "DirectBuy Travel" name, but entirely outside the debtor's estate. A former DirectBuy executive (Bart Fesperman, the company's ex-Executive VP) took a leading role at ICE/Arrivia to monetize this business. In sum, the valuable member database and revenue stream from the travel program were diverted to an insider-aligned entity without any compensation to creditors or notice to the Court. This undisclosed transfer of estate assets violated the bankruptcy disclosure requirements and deprived creditors of a source of recovery.

- **Repeat Bankruptcies of Portfolio Brands:** CSC Generation and its affiliates have similarly used insolvency proceedings to cleanse liabilities from other acquired brands. Z Gallerie, the Debtor here, is a prime example. Z Gallerie filed Chapter 11 in 2019 and was acquired out of bankruptcy by an affiliate of DirectBuy/CSC. Under CSC's stewardship, Z Gallerie again fell into insolvency, leading to the current 2023 Chapter 11 case. Rather than financially support the failing unit, the parent allowed Z Gallerie's physical retail stores to liquidate in late 2023 and sold off Z Gallerie's e-commerce assets to a third party (Karat Home) for $7.2 million. The sale included all Z Gallerie online customer data and intellectual property, while excluding the brick-and-mortar operations (which were being shuttered). Meanwhile, CSC retained its other healthy businesses. Likewise, Sur La Table was pushed into Chapter 11 in 2020 and then acquired through a joint venture of CSC and Marquee Brands for $88.9 million. In each case, CSC's strategy is apparent: acquire distressed companies "free and clear" of legacy liabilities in bankruptcy, operate them as part of a unified platform, and if a particular brand unit underperforms, put that single entity into its own bankruptcy to jettison leases, contracts, and debt – all while funneling any remaining value (e.g., customer databases, trademarks, inventory) to the parent or a new affiliate. The Home Consignment Center (HCC) deal further illustrates this approach: CSC purchased 50% of HCC in 2020, and HCC's co-founder noted that CSC's involvement allowed HCC to significantly increase sales, including by liquidating returns/overstocks from "several of CSC's portfolio companies," thus integrating HCC into the CSC ecosystem. In effect, CSC uses each brand as part of one combined operation but, when convenient, isolates liabilities within individual corporate entities that it is willing to throw into bankruptcy. This pattern of serial bankruptcy filings and asset shuffling across the "family of brands" has allowed CSC and its backers to grow a retail empire largely insulated from creditor claims – at the direct expense of trade creditors, landlords, and other stakeholders left holding unpaid claims each time.

- **Intercompany Fee Extraction:** Both the prior private equity owners and CSC's current management have siphoned value via intercompany fees and related-party transactions. During Trivest's ownership of DirectBuy, for example, the sponsors saddled DirectBuy with "hundreds of millions" in new debt and extracted millions of dollars in management fees, transaction bonuses, and related-party consulting charges paid to themselves and their affiliates. This drained value out of the operating company and into insider coffers even as

DirectBuy neared insolvency. In the CSC era, similar mechanisms persist: the Debtor and its sister companies pay for centralized administrative services to entities like CSCGH Shared Services, or incur charges for "integration" into CSC's platform. For example, the Debtor's Schedule E/F (unsecured creditors) reflects substantial debts owed to CSCGH Shared Services LLC and affiliates for call center and support services. While shared services can be legitimate, these internal transfers create opportunities to preferentially route cash to the parent company or its insiders, especially in the period leading up to bankruptcy. Creditors currently have no visibility into whether fees charged by the parent's service entities were at fair market value or were simply a means to extract profit. Given the past pattern (e.g., millions paid to Trivest for dubious "management" fees while DirectBuy could not pay its debts), there is cause for concern that CSC may be similarly enriching itself through intra-company arrangements at the Debtor's expense. This warrants careful scrutiny by an independent examiner.

IV. INSIDER CONFLICTS IN THE BANKRUPTCY CASE

Beyond the structural issues above, the administration of the DirectBuy Home Improvement bankruptcy case itself has been tainted by undisclosed insider relationships and conflicts of interest:

- **Committee Financial Advisor's Conflict (Province, LLC):** Province, LLC was appointed as the Official Committee of Unsecured Creditors' financial advisor in this case on December 15, 2023. Unbeknownst to the Court and creditors, Province was simultaneously in advanced negotiations to be acquired by Trivest Partners – the very private equity firm that (through affiliates) appears to exercise ongoing influence over this enterprise. On July 18, 2024, Trivest publicly announced its acquisition of Province. Thus, during the first seven months of this case, Province was ostensibly serving as an "independent" fiduciary for unsecured creditors, while behind the scenes its principals were making a deal with an insider group deeply involved in the Debtor's history. This is a textbook violation of the duty to disclose conflicts. Province never filed any supplemental disclosure of its connection to Trivest, even as it continued to advise on matters that could directly benefit its soon-to-be owner. In fact, when Movants raised concerns early in the case about a potential "hidden insider scheme" and specifically inquired whether Trivest or its affiliates were "in the picture," Committee counsel (relying on Province) affirmatively assured that no such insider influence existed. **That assurance was false**. Every act Province took in this case after Trivest's interest attached is now tainted by a serious conflict. Under

11 U.S.C. § 328(c) and prevailing case law (e.g., Rome v. Braunstein, 19 F.3d 54 (1st Cir. 1994)), a professional's undisclosed conflict is grounds for denial of compensation and disgorgement of all fees. Province has been paid at least $124,229 in estate funds for its services. Given the undisclosed Trivest deal, Province must be disqualified and ordered to disgorge all fees received from the estate. Furthermore, the conduct of Province and any professionals who were complicit in concealing this conflict (or who failed to notice what due diligence would have revealed) should be referred to the U.S. Trustee for investigation and appropriate action. The integrity of the Chapter 11 process demands no less – estate professionals cannot secretly serve two masters.

- **Exclusion of Major Creditors:** There are also troubling indications that the Debtor and its affiliates have attempted to exclude or sideline certain large, dissenting creditors (including the Popes) from active participation in the case. Despite being among the largest creditors, Movants have experienced instances of not receiving timely notice of critical filings or sales, and they were not consulted regarding the formation of the creditors' committee or other major decisions. This mirrors how, in the 2016 DirectBuy bankruptcy, Trivest and insiders ensured that "all trade creditors, unpaid franchisees, and employees were left behind" during the insider sale. In the present case, the Popes, who have consistently objected to insider misconduct, were effectively kept out of the loop at key moments (for example, the expedited sale of the Debtor's e-commerce assets to Karat Home was arranged as a fait accompli with little outreach to the Popes). Such tactics suggest an intent to minimize opposition by those most motivated to question insider behavior. An examiner should investigate whether the Debtor's management or counsel (which was selected by the insider owners) deliberately failed to provide notice or access to information to certain creditors. If so, that is a serious breach of the debtors' fiduciary duties to all creditors and may warrant equitable remedies (including potential designation of insider votes or even conversion). At a minimum, the pattern of creditor exclusion reinforces the need for independent oversight, as the normal checks and balances of creditor involvement have been subverted.

V. RELIEF REQUESTED

In light of the foregoing, Movants request that the Court grant the following relief to protect creditor interests and uphold the integrity of the bankruptcy process:

1. Appointment of an Examiner (11 U.S.C. § 1104(c))

Movants seek the immediate appointment of a neutral examiner to conduct a forensic investigation into the Debtor's relationships with CSC Generation and all affiliated entities, as well as any past or ongoing asset transfers involving insiders. The examiner should have full authority to investigate the alter ego enterprise issues raised herein , including whether the Debtor and its sister companies operated as a single business for insider benefit , and to examine any potential fraud, dishonesty, misconduct, or gross mismanagement of the Debtor's affairs. The evidence presented (centralized operations, shared databases, undisclosed transfers, etc.) easily meets the § 1104(c) standard of an investigation being in the interests of creditors. Specifically, the examiner's mandate should include:

a. Investigating commingling of assets and functions among the Debtor and other CSC-controlled brands (DirectBuy, Sur La Table, One Kings Lane, etc.), and determining whether corporate separateness was respected or disregarded in practice (for potential substantive consolidation or veil-piercing claims).

b. Tracing any transfers or conveyances of assets, contracts, or data between the Debtor and any affiliate or insider in the years leading up to bankruptcy (e.g., was any Z Gallerie customer data or intellectual property moved to another entity, similar to the DirectBuy Travel transfer to Arrivia? Were any licensing agreements or cash sweeps in place that diverted value?).

c. Examining the intercompany claims and transactions, including the large payables to CSCGH Shared Services and any funds upstreamed to the parent or related parties. The examiner should evaluate whether these were legitimate arms-length dealings or mechanisms to siphon value.

d. Reviewing the role and influence of insiders and prior owners (Trivest, etc.) in the Debtor's management. This includes probing any coordination or negotiations between CSC and those former sponsors (for example, Trivest's acquisition of Province raises questions about its ongoing interests here).

e. Investigating any misconduct in the bankruptcy process itself, such as the committee advisor conflict and any efforts to exclude certain creditors from information.

The appointment of an examiner is mandatory under § 1104(c)(2) if the Debtor's fixed debts exceed $5 million (they do), upon request of a party in interest. Even under § 1104(c)(1), cause exists: the extensive evidence of alter ego operation and possible fraud on creditors justifies an independent investigation in the interests of all creditors. An examiner's findings will assist the Court in determining appropriate further relief, such as substantive consolidation of estates, reversal of fraudulent transfers, equitable subordination of insider claims, or referral of matters for enforcement.

Alternative Relief if Examiner Not Practicable Post-Confirmation. In the alternative, if the Court determines that appointment of an examiner under **11 U.S.C. § 1104(c)** is not practicable in the post-confirmation posture, Movants request: (a) authority under **Fed. R. Bankr. P. 2004** to obtain discovery from the Debtor, the Liquidation Trustee (as appropriate), CSC Generation and affiliates identified herein, and Province; (b) an order directing the Liquidation Trustee to retain an independent forensic investigator to examine the topics identified above and report to the Court; and (c) a referral to the United States Trustee regarding potential professional disclosure issues.

2. Disqualification and Disgorgement – Province, LLC

The Court should disqualify Province, LLC from any further role in this case and order disgorgement of all fees it received from the estate. As detailed above, Province's undisclosed acquisition by Trivest created an incurable conflict that taints its work product. Under Bankruptcy Code § 328(c) and well-settled case law (e.g., Rome v. Braunstein, 19 F.3d 54 (1st Cir. 1994)), the appropriate remedy is denial of all compensation and immediate disgorgement of fees for services rendered during the period of conflict. At least $124,229 was paid to Province from estate funds; that money should be returned to the debtor's estate for the benefit of creditors. Additionally, the Court should consider sanctions or fee reductions as to any other professional persons whose conduct enabled this lapse (for instance, if Committee counsel was aware of or should have known of Province's conflict and nonetheless failed to act, that is a serious concern). The goal is to restore confidence that professionals in this case are free of divided loyalties. Disqualifying Province and disgorging its fees will send a clear message that integrity and transparency are paramount in bankruptcy proceedings.

Order to Show Cause (Alternative). In the alternative, Movants request entry of an Order to Show Cause directing Province, LLC to show cause why its compensation should not be denied or disgorged under **11 U.S.C. § 328(c)** and **Fed. R. Bankr. P. 2014 and 2016** for failure to timely disclose connections, with a short briefing and evidentiary schedule.

3. Compulsory Disclosure by Debtor and Affiliates

The Debtor and its affiliates should be ordered to provide full disclosure of all intercompany relationships, agreements, and historical transfers relevant to this case. The current lack of transparency has made it difficult for creditors to ascertain what assets might have been siphoned away or what obligations may exist between the Debtor and related entities. The Court should direct the Debtor, CSC Generation Holdings, Inc., and any insider principals to disclose in detail: (a) the Debtor's complete corporate structure (including any parent companies or upstream equity holders, such as CSC); (b) all shared services arrangements or management agreements with any affiliate (e.g., any contracts with CSCGH Shared Services LLC, MX CCS LLC, DirectBuy, etc., including the terms of cost allocations or fee payments); (c) any transfers of assets or data between the Debtor and any other CSC-owned entity in the last several years (for example, if customer lists, warehouse inventory, or intellectual property were transferred to another entity prior to filing); and (d) all instances since 2019 in which any CSC-affiliated brand (DirectBuy, Z Gallerie, etc.) was sold or considered for sale, or had assets sold, and the terms of any such transactions. This compelled disclosure will supplement the examiner's efforts and ensure that no stone is left unturned regarding undisclosed asset transfers or potential estate claims. Notably, earlier in this case a significant transaction (the Karat Home sale of e-commerce assets) was arranged swiftly – creditors need assurance that no side deals or insider preferences were involved in that or any other transaction.

4. Investigation and Preservation of Estate Claims

The Court should authorize (and direct) the examiner or another independent fiduciary to investigate potential estate claims arising from the conduct described. This includes claims for fraudulent transfer (e.g., if valuable data or IP was diverted, as with DirectBuy Travel, without equivalent value), breach of fiduciary duty (if directors/officers of the Debtor acted in the interest of the parent or sponsors rather than the Debtor), veil piercing or alter ego (to hold CSC and insiders liable for the Debtor's debts, given the abuse of the corporate form), and equitable subordination (if insider claims exist that should be subordinated). For instance, if the examiner confirms that the DirectBuy Travel program was estate property never accounted for, the estate may have a claim to the profits generated by Arrivia using that asset. Similarly, if it turns out CSC Generation or its designees pulled assets out of Z Gallerie before bankruptcy (or allowed the use of Z Gallerie assets in other brand operations without compensation), the estate may have claims to recoup that value. The preservation of these claims is crucial. Movants request that any limitations period for bringing such claims be extended or tolled as necessary to accommodate the examiner's investigation, and that the examiner be empowered to file a report recommending any such actions.

Ultimately, the goal is to ensure that creditors are not deprived of recoveries due to hidden transfers or corporate maneuvers.

5. Injunctive Relief to Prevent Further Prejudice

Preservation-First and No Disturbance of Prior Orders. Nothing herein seeks to disturb or modify any previously entered sale orders (including the sale of certain Z Gallerie e-commerce assets to Karat Home); the requested relief is limited to disclosure, preservation, and investigation. To avoid dissipation of estate value and evidence and pending further order, Movants principally request entry of a document/ESI **preservation order** directed to the Debtor, its former officers/agents, and – through the Debtor where within its possession, custody, or control – affiliates regarding the topics identified herein, and a **notice requirement** to parties-in-interest prior to any further disposition of material estate IP or data outside the ordinary course. To the extent broader injunctive relief is warranted, Movants reserve the right to seek such relief by separate motion or adversary proceeding following development of the record.

Additionally, pending the outcome of the examiner's investigation, the Court should consider injunctive relief to maintain the status quo and prevent further prejudice to the estate. Given the demonstrated propensity of these insiders to move assets, Movants request that the Debtor and its affiliates be enjoined from transferring, encumbering, or disposing of any property that could conceivably belong to the Debtor's estate or be recovered by the Debtor, absent Court approval. This would encompass, for example, any remaining Z Gallerie intellectual property, customer data, or inventory that might currently be held by a CSC affiliate. Additionally, CSC and related entities should be enjoined from using the Debtor's customer lists or trade name for their own benefit (outside the scope of the Karat Home sale) without Court approval – this ensures no further de facto asset transfers occur. An injunction should also require preservation of relevant records (emails, documents) in the possession of the Debtor's principals or affiliates, given the likelihood that those will be needed for the examiner's work and any ensuing litigation. In short, the Court's intervention is needed to freeze the situation so that any value that rightfully belongs to creditors is not dissipated during the investigation.

6. Reservation of Rights

Movants reserve all rights to seek further relief based on the examiner's findings or other evidence. This may include filing an appropriate motion or adversary proceeding to substantively consolidate the Debtor's estate with other entities in the CSC Generation enterprise (if warranted by the evidence of alter ego operation) or to seek the appointment of a Chapter 11 trustee should ongoing management be found to have participated in wrongful conduct. Movants also reserve the right to object to any Chapter 11 plan or disclosure statement that fails to account for the issues raised in this Motion. The relief requested herein is without prejudice to any additional remedies at law or in equity that may be available to address the insider wrongdoing and protect the creditor body.

VI. CONCLUSION

The evidence amassed to date paints a deeply troubling picture: DirectBuy Home Improvement, Inc. (d/b/a Z Gallerie) is but one facade of a larger CSC Generation enterprise that has repeatedly used shell companies and the bankruptcy courts to offload debts and shield insiders from accountability. Customer databases, trademarks, and other intangible assets have been shuffled between entities without disclosure. Corporate formalities have been disregarded, as all the so-called "family of brands" are managed and operated as a single unit. And in this very proceeding, an estate fiduciary (Province) was compromised by a secret deal with an insider-backed investor. These circumstances demand action. If bankruptcy courts are to fulfill their purpose of equitable distribution and reorganization for the benefit of all stakeholders, they cannot permit schemes where insiders continuously emerge unscathed (or even enriched) at the expense of creditors.

For these reasons, Movants Thomas and Elena Pope respectfully urge the Court to grant the relief requested above. At a minimum, an independent examiner must be appointed to shine light on the full extent of the alter ego enterprise and insider misconduct affecting this Debtor. With the benefit of a thorough investigation – and with conflicted advisors removed – the Court and creditors will be equipped to decide on further remedies, be it bringing affiliate assets into the estate, unwinding fraudulent transfers, or fashioning injunctive or equitable relief to prevent unjust enrichment. The ultimate goal is simple: to prevent insiders from abusing the bankruptcy system to the detriment of creditors, and to ensure that all assets and value rightfully belonging to this estate are preserved and made available for distribution. The Movants stand ready to assist the examiner and this Court in uncovering the truth and charting a fair path forward for all stakeholders.

Respectfully submitted this _15th___ Day of September, 2025

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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY (NEWARK VICINAGE)

In re: DIRECTBUY HOME IMPROVEMENT, INC., d/b/a Z Gallerie, Debtor.	Chapter 11 Case No. 23-19159 (SLM) Hon. Stacey L. Meisel U.S. Bankruptcy Judge

[PROPOSED] ORDER (I) GRANTING MOTION TO APPOINT EXAMINER OR, IN THE ALTERNATIVE, (II) AUTHORIZING RULE 2004 DISCOVERY AND DIRECTING AN INDEPENDENT INVESTIGATION; (III) ISSUING ORDER TO SHOW CAUSE RE PROVINCE, LLC; AND (IV) ENTERING PRESERVATION / DISCLOSURE RELIEF AND RELATED RELIEF

(ECF No. ___)

Upon the motion of Thomas Pope and Elena Pope (the "Movants"), pro se creditors, for entry of an order appointing an examiner and granting related relief (the "Motion"); the Court having reviewed the Motion and the record; the Court noting that this case is in a post-confirmation posture administered by a Liquidation Trustee and that, by Order dated May 23, 2025, the Court extended the Trustee's time to object to claims by 180 days; and after due notice, deliberation, and good cause shown, the Court FINDS and CONCLUDES:

A. The Motion articulates good cause for an independent investigation (including alleged single-enterprise/alter-ego conduct, intercompany transfers, and professional conflicts) and seeks relief that can be tailored to the post-confirmation context without disturbing the claims-reconciliation process.

B. The May 23, 2025 claims-objection extension remains in full force. Nothing in this Order alters, impairs, accelerates, or delays the Liquidation Trustee's rights, obligations, or deadlines regarding claim objections.

C. It is appropriate to structure relief that (i) permits a forensic investigation of the topics identified in the Motion; (ii) preserves documents and potential estate value; and (iii) addresses disclosures and compensation of professionals, as needed.

IT IS, ACCORDINGLY, ORDERED THAT:

1. Examiner / Alternative Relief.

a. Examiner. Pursuant to 11 U.S.C. § 1104(c) and (d), the United States Trustee for Region 3 (the "UST") is authorized, in the Court's discretion, to appoint a disinterested examiner (the "Examiner"). Within 7 days after entry of this Order, the UST shall file a notice of appointment; the Examiner shall promptly file a verified statement under Fed. R. Bankr. P. 2014.

b. Alternative relief in post-confirmation context. If the UST advises that an examiner is impracticable or if the Court otherwise determines that a formal

§ 1104 appointment is not appropriate at this time, then, in the alternative and with the same force and effect:

(i) Rule 2004 authority. Movants are authorized under Fed. R. Bankr. P. 2004 to examine and obtain documents from: (A) the Debtor; (B) the Liquidation Trustee (to the extent appropriate and consistent with the trust documents); (C) CSC Generation Holdings, Inc. and identified affiliates referenced in the Motion; and (D) Province, LLC, limited to the topics in Paragraph 2 below.

(ii) Independent investigator. Within 14 days, the Liquidation Trustee shall file either (A) a notice to retain (subject to Court approval) an independent forensic investigator (firm or individual) to examine the topics in Paragraph 2 and report to the Court, or (B) a status report proposing a reasonable alternative mechanism to accomplish a substantially similar, independent review and public reporting.

(iii) UST referral. The UST may evaluate any professional-disclosure issues raised in the Motion and take such action as the UST deems appropriate.

c. Cumulative / alternative. Relief in subparagraphs (a) and (b) may be granted cumulatively or alternatively, in the Court's discretion.

2. Scope of investigation (Examiner or independent investigator).

The Examiner or independent investigator is authorized to investigate and report on:

(i) Whether the Debtor and other CSC-controlled brands (including, without limitation, DirectBuy, Sur La Table, One Kings Lane, and related entities) operated as a single enterprise or alter egos; the degree of commingling of assets/functions; and whether corporate separateness was respected.

(ii) Any transfers or conveyances of assets, contracts, data (including customer lists), cash management, licensing, or assignments among the Debtor, CSC Generation Holdings, Inc., and affiliates in the years preceding the petition date and through the case.

(iii) The nature, amount, and propriety of intercompany claims and transactions (including charges to or from CSCGH Shared Services and affiliates), and whether such dealings were arm's-length.

(iv) Insider roles and influence (including prior sponsors) and any relationships or transactions implicating estate fiduciaries or professionals (including Province, LLC).

(v) Any misconduct in the case administration (e.g., conflicts, inadequate disclosures, or efforts to withhold information from creditors).

3. Access, cooperation, and reporting.

a. The Debtor and all current and former officers, employees, professionals, and agents shall cooperate with, and timely provide information to, the Examiner/independent investigator. The Debtor shall use best efforts to secure cooperation of CSC and affiliates.

b. Within 14 days of appointment/retention, the Examiner/independent investigator shall file a proposed work plan and budget. A written report shall be filed within 60 days thereafter (or as otherwise ordered), with leave to file interim reports. Any request to file under seal shall comply with D.N.J. LBR 9018-1.

4. Disclosure by Debtor and affiliates.

Within 14 days, the Debtor shall file and serve (and provide directly to the Examiner/independent investigator) a sworn disclosure identifying and describing: (i) the Debtor's complete corporate structure, parents, and upstream equity holders; (ii) all shared-services, management, data-hosting, and call-center arrangements with any CSC-affiliated entity (including the terms of any cost allocations or fees); (iii) all transfers of assets, IP, data, inventory, or contracts between the Debtor and any CSC-affiliated entity from January 1, 2019 to present; and (iv) any sales or contemplated sales since 2019 of CSC-affiliated brands involving the Debtor's data, IP, or shared assets. Protective treatment may be sought as permitted by law; confidentiality designations do not excuse production to the Examiner/independent investigator.

5. Province, LLC — Order to Show Cause; interim relief.

a. Province, LLC shall SHOW CAUSE, within 21 days of service of this Order, why its compensation should not be denied or disgorged under 11

U.S.C. § 328(c) and Fed. R. Bankr. P. 2014 and 2016 based on nondisclosure of connections as alleged in the Motion. Province's response (with supporting declarations) shall be filed by Day 21; any reply by Movants or the UST shall be filed within 7 days thereafter. A hearing will be set by further order or chambers notice.

b. Pending further order on the OSC, Province, LLC shall not serve in any further capacity in this case.

c. Nothing herein predetermines the amount or propriety of any compensation; those issues are reserved for determination after the OSC hearing.

6. Preservation; limited interim restrictions; no disturbance of prior orders.

a. Document/ESI hold. The Debtor and its professionals—and, through the Debtor to the extent within its possession, custody, or control, CSC and affiliates—shall preserve all potentially relevant documents and ESI concerning the topics in Paragraph 2.

b. Notice requirement for disposition of data/IP. Until further order, the Debtor shall give at least 10 days' written notice to the UST, the Liquidation Trustee, and Movants prior to any proposed disposition outside the ordinary course of material estate intellectual property or customer-data assets that could affect the investigation, except for transactions previously authorized by the Court.

c. No disturbance of prior sale orders. Nothing herein alters, modifies, or disturbs any previously entered sale orders (including orders concerning the sale of Z Gallerie e-commerce assets to Karat Home); the relief here is limited to disclosure, preservation, and investigation.

7. Claims-reconciliation process unaffected.

This Order does not alter or impair the May 23, 2025 claims-objection extension or the Liquidation Trustee's rights and deadlines to object to claims; all parties' rights with respect to claims are preserved.

8. Fees and expenses; retention.

The Examiner/independent investigator (and any retained professionals) shall be compensated upon application and Court approval pursuant to 11 U.S.C. § 330, after notice and a hearing.

9. Service of order.

Within 3 business days of entry, Movants shall serve this Order on the Debtor and its counsel, the UST, the Liquidation Trustee and counsel, Province, LLC, and all parties on the Master Service/Rule 2002 List, and shall file a certificate of service.

10. Reservation of rights; jurisdiction.

All rights of parties-in-interest (including the UST and the Liquidation

Trustee) are reserved to seek further relief based on the results of the investigation (including, without limitation, avoidance of transfers, substantive consolidation, or appointment of a trustee), and to object to any plan or disclosure statement that fails to account for such results. The Court retains exclusive jurisdiction to interpret, implement, and enforce this Order.

Dated: ____________, 2025
Newark, New Jersey

Hon. Stacey L. Meisel
United States Bankruptcy Judge

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Pro Se Creditor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY (NEWARK VICINAGE)

In re: DIRECTBUY HOME IMPROVEMENT, INC., d/b/a Z Gallerie, Debtor.	Chapter 11 Case No. 23-19159 (SLM) Hon. Stacey L. Meisel U.S. Bankruptcy Judge

CERTIFICATE OF SERVICE

We, Thomas Pope and Elena Pope, certify under penalty of perjury pursuant to 28 U.S.C. § 1746 that on 18th of September, 2025, we caused true and correct copies of the following documents:

• Motion to Appoint Examiner and for Related Relief in Light of Alter Ego Enterprise and Insider Misconduct; • Proposed Order; and • Notice of Motion,

to be served by depositing the same in the United States Mail, first-class postage prepaid, addressed to the parties set forth below, in compliance with Fed. R. Bankr. P. 7004 and 9014 and D.N.J. LBR 9013-1, and upon all parties on the Master

Service List/Rule 2002 List for this case as of the date of service (attached hereto as Exhibit A).

SERVICE LIST (First-Class Mail)

Office of the United States Trustee (Region 3 – D.N.J.) Attn: Assistant U.S. Trustee / Staff Attorneys Office of the United States Trustee One Newark Center, 1085 Raymond Blvd., Suite 2100 Newark, NJ 07102 (UST address confirmed by USTP and the Court's Register of Governmental Units.)

Debtor – Corporate Service under Rule 7004(b)(3) DirectBuy Home Improvement, Inc. (d/b/a Z Gallerie) Attention: Officer or Managing/General Agent 1855 W. 139th Street Gardena, CA 90249 (Debtor principal business address per DBHI court filings.)

Debtor's Counsel Cole Schotz P.C. Court Plaza North 25 Main Street Hackensack, NJ 07601 (Firm contact address per Cole Schotz website and case docket.)

Liquidation Trustee (post-confirmation) Alexandre Zyngier c/o Trif & Modugno, LLC 89 Headquarters Plaza, North Tower, Suite 1201 Morristown, NJ 07960 (Trustee and counsel of record per docket/firm site.)

Counsel to the Liquidation Trustee Trif & Modugno, LLC 89 Headquarters Plaza, North Tower, Suite 1201 Morristown, NJ 07960

Official Committee of Unsecured Creditors – Counsel Frost Brown Todd LLP (Cincinnati) Attn: Ronald E. Gold, Esq.; Erin P. Severini, Esq. Great American Tower 301 East Fourth Street, Suite 3300 Cincinnati, OH 45202

Frost Brown Todd LLP (Pittsburgh) Attn: Jordan S. Blask, Esq. 501 Grant Street, Suite 800 Pittsburgh, PA 15219

Committee Financial Advisor (party directly affected by relief) Province, LLC 2360 Corporate Circle, Suite 340 Henderson, NV 89074

Debtor's Financial Advisor Sherwood Partners, Inc. 3945 Freedom Circle, Suite 560 Santa Clara, CA 95054

Interested Parties Referenced in the Motion (courtesy copies) CSC Generation Holdings, Inc. 8450 Broadway Merrillville, IN 46410

CSCGH Shared Services, LLC 9111 Broadway, Suite EE Merrillville, IN 46410

Additionally, on the same date, we served all parties on the DBHI Master Service List/Rule 2002 List maintained by Stretto for Case No. 23-19159 (SLM), as of the date of service, by first-class mail at the addresses shown on that list. A copy of that Master Service List is attached as Exhibit A to this Certificate.

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

Executed on 18th of September, 2025, at West Linn, Oregon.

/s/Thomas Pope, Pro Se Creditor/Movant
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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY (NEWARK VICINAGE)

In re:

DIRECTBUY HOME IMPROVEMENT, INC.,
d/b/a Z Gallerie,
Debtor.

Chapter 11
Case No. 23-19159 (SLM)

Hon. Stacey L. Meisel

U.S. Bankruptcy Judge

EXHIBIT A

MASTER SERVICE LIST / RULE 2002 LIST (AS OF 15th of September, 2025)

This Exhibit A consists of the current Master Service List/Rule 2002 List for the above-captioned Chapter 11 case, as maintained by the Court-appointed claims and noticing agent, Stretto, and retrieved from the case website on 15th of September 2025. The following pages are a true and correct copy of that list as it appeared on that date.

Pursuant to Fed. R. Bankr. P. 7004 and 9014, D.N.J. LBR 9013-1, and the Case Management Procedures in this case, Movants served their Motion papers on all parties listed on the Master Service List as of the date of service.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK. THE MASTER SERVICE LIST FOLLOWS ON THE NEXT PAGES.]

Master Service List — Exhibit A

As of September 15, 2025

4th Street Holdings LLC
Attn: Eric Muhlebach
5 Third St
San Francisco, CA 94103

Alabama Office of the Attorney General
501 Washington Ave
Montgomery, AL 36104

Alaska Office of the Attorney General
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Anchorage, AK 99501

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Little Rock, AR 72201

AT&T
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Carol Stream, IL 60197-5019

Blue Yonder, Inc.
Attn: Mark A. Salzberg
2550 M Street NW
Washington, DC 20037

BRE DDR IVA Millenia FL, LLC
PO Box 5315
Princeton, NJ 08543

Brookfield Properties Retail Inc.
350 N Orleans Street
Suite 300
Chicago, IL 60654-1607

Brookfield Properties Retail, Inc. and Terreno Realty
Attn: Robert L. LeHane, Jennifer D. Raviele, Steven Yachik
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Attn: Mark D. Silverschotz
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533 Glendale Blvd
Los Angeles, CA 90026

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Attn: Dustin P. Branch, Jessica M. Simon, and Nahal Zarnighian
2029 Century Park East
Los Angeles, CA 90067-2915

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DC 02 - South Gate
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Dos Lagos Squared, LLC
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Morristown, NJ 07960

Fashion Show Mall LLC
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Minneapolis, MN 55486-2773

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