

WEIL, GOTSHAL & MANGES LLP
 Ray C. Schrock, P.C. (*pro hac vice* admission pending)
 Ryan Preston Dahl (*pro hac vice* admission pending)
 Candace M. Arthur (*pro hac vice* admission pending)
 Daniel Gwen (*pro hac vice* admission pending)
 767 Fifth Avenue
 New York, New York 10153
 Telephone: (212) 310-8000
 Facsimile: (212) 310-8007

HUNTON ANDREWS KURTH LLP
 Tyler P. Brown (VSB No. 28072)
 Henry P. (Toby) Long, III (VSB No. 75134)
 Nathan Kramer (VSB No. 87720)
 Riverfront Plaza, East Tower
 951 East Byrd Street
 Richmond, Virginia 23219
 Telephone: (804) 788-8200
 Facsimile: (804) 788-8218

Proposed Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

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	:	
In re	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20 – _____
	:	
Debtors.¹	:	(Joint Administration Requested)
	:	
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MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) EXTENDING THE TIME TO FILE SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS AND RULE 2015.3 REPORTS, AND (II) WAIVING THE REQUIREMENT TO FILE A LIST OF EQUITY SECURITY HOLDERS AND PROVIDING NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors’ corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):²

Relief Requested

1. By this Motion, pursuant to sections 105(a) and 521 of title 11 of the United States Code (as amended, the “**Bankruptcy Code**”), Rules 1007(c) and 9006(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”), the Debtors seek the entry of an order, the proposed form of which is annexed hereto as **Exhibit A** (the “**Proposed Order**”), extending the time within which the Debtors must file their (a) schedules of assets and liabilities, (b) schedules of executory contracts and unexpired leases and (c) statements of financial affairs (items (a) through (c) collectively, the “**Schedules and Statements**”) by 25 days, for a total of 39 days after the Petition Date (defined below), without prejudice to the Debtors’ ability to request additional extensions for cause shown.

2. Additionally, pursuant to Bankruptcy Rule 9006(b), the Debtors request that the Court grant an extension of the time to (a) file their initial reports of financial information in respect of entities in which their chapter 11 estates hold a controlling or substantial interest, as set forth in Bankruptcy Rule 2015.3 (the “**2015.3 Reports**”), until 60 days after the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “**341 Meeting**”) or (b) file a motion with the Court seeking a modification of such reporting requirements for cause.

² The facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration (as defined herein) filed contemporaneously herewith. Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

3. Finally, pursuant to section 105(a) of the Bankruptcy Code, the Debtors request entry of an order waiving the requirements to: (a) file a list of equity security holders (the “**Shareholder List**”), as set forth in Bankruptcy Rule 1007(a)(3); and (b) give notice to equity security holders of the commencement of these chapter 11 cases and the 341 Meeting (the “**Notice of Commencement**”) as set forth in Bankruptcy Rule 2002(d).

Jurisdiction

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 157(b) and 1334, and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984. This proceeding is core pursuant to 28 U.S.C. § 157(b) and may be determined by the Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

5. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee has been appointed in these chapter 11 cases.

6. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of their chapter 11 cases pursuant to Bankruptcy Rule 1015(b) and Local Bankruptcy Rule 1015-1.

7. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Michael J. Nicholson in Support of Debtors’ Chapter 11 Petitions and First Day*

Relief (the “**First Day Declaration**”), filed contemporaneously herewith and incorporated herein by reference.

Basis for Relief

A. Cause Exists to Extend the Time to File the Schedules and Statements

8. Pursuant to section 521 of the Bankruptcy Code, Bankruptcy Rule 1007(c) and Local Bankruptcy Rule 1007-1(A), a chapter 11 debtor must file its Schedules and Statements no later than 14 days after the date on which the debtor files its voluntary petition. Bankruptcy Rules 1007(c) and 9006(b)(1), however, provide a bankruptcy court with the ability to extend a debtor’s time to file its Schedules and Statements “for cause.” *See* Fed. R. Bankr. P. 1007(c), 9006(b)(1). In addition, Local Bankruptcy Rule 1007-1(C) expressly provides that the Court may extend the time for filing the Debtors’ Schedules and Statements, as follows:

If no objection to the motion to extend the time for filing is timely filed with the Court, the Clerk shall enter an order extending time for filing to not later than the seventh day prior to the scheduled meeting of creditors. If the lists, schedules, statements and other documents are not filed by said date, the Clerk shall enter an order dismissing the case.

Local Bankr. R. 1007-1(C).

9. Here, good and sufficient cause exists for granting an extension of time to file the Schedules and Statements. Completing the Schedules and Statements for each of the 18 Debtors requires the collection, review and assembly of a substantial amount of information. The Debtors constitute a large, complex enterprise. The Debtors have thousands of employees, creditors and other parties in interest.

10. Given the size and complexity of the Debtors’ businesses and financial affairs and the critical matters that the Debtors’ management and professionals were required to address prior to the commencement of these chapter 11 cases, the Debtors were not in a position

to complete the Schedules and Statements by the Petition Date, even with the assistance of professionals. The Debtors further estimate that, with the critical matters to be addressed in the early days of these cases, they will require significantly more than 14 days after the Petition Date to complete this substantial task. Nevertheless, recognizing the importance of assembling this information, the Debtors intend to complete the Schedules and Statements as quickly as practicable under the circumstances.

11. The additional time requested also should help ensure that the Schedules and Statements are as accurate as possible. Given the volume of information provided in these documents and the fact that the information is required to be accurate as of the Petition Date, providing the Debtors with additional time will help ensure that the relevant information is fully processed through the Debtors' various information systems and can be incorporated into the relevant schedules. Rushing to complete the Schedules and Statements soon after the Petition Date likely would compromise the completeness and accuracy of the Schedules and Statements.

12. Accordingly, the Debtors respectfully request that the Court extend the date by which the Schedules and Statements must be filed pursuant to Bankruptcy Rule 1007(c) until 39 days after the Petition Date, or until June 12, 2020, without prejudice to the Debtors' right to seek a further extension through a subsequent motion and showing of cause for such extension.³ The number of Debtor entities, the substantial size, scope and complexity of their businesses and the volume of material that must be compiled and reviewed by the Debtors' staff and professionals to complete the Schedules and Statements for each of the Debtors during the early days of these cases provide ample "cause" justifying the requested extension.

³ The Debtors, therefore, are requesting that the Court extend the 14-day period for an additional twenty-five (25) days.

13. In large chapter 11 cases such as those of the Debtors, courts routinely extend the deadline imposed by Bankruptcy Rule 1007 by finding that cause for such extension exists due to the size and complexity of the debtors' operations. Indeed, similar relief to that requested herein has been granted by courts in this district in numerous other cases. *See, e.g., In re Pier 1 Imports, Inc.*, No. 20-30805 (KRH) [Docket No. 106] (Bankr. E.D. Va. Feb. 19, 2020) (granting 14-day extension); *In re Gemstone Solutions Group, Inc.*, No. 19-30258 (KLP) [Docket No. 66] (Bankr. E.D. Va. Jan. 17, 2019) (granting 30-day extension); *In re Toys "R" Us, Inc.*, Case No. 17-34665 (KLP) [Docket No. 111] (Bankr. E.D. Va. Sept. 21, 2017) (granting 45-day extension); *In re Gymboree Corporation*, No. 17-32986 (KLP) [Docket No. 73] (Bankr. E.D. Va. June 12, 2017) (granting 30-day extension); *In re Alpha Nat. Res., Inc.*, No. 15-33896 (KRH) [Docket No. 98] (Bankr. E.D. Va. Aug. 5, 2015) (granting 46-day extension); *In re Health Diagnostic Lab., Inc.*, No. 15-32919 (Bankr. E.D. Va. June 9, 2015) (granting 30-day extension); *In re Patriot Coal Corp.*, No. 15-32450 (Bankr. E.D. Va. May 14, 2015) (granting 31-day extension).

B. Cause Exists to Extend the Time to File the 2015.3 Reports

14. Pursuant to Bankruptcy Rule 2015.3, a chapter 11 debtor must file, no later than seven days before the date set for the 341 Meeting and no less than every six months thereafter, periodic financial reports of the value, operations and profitability of each entity that is not a publicly traded corporation or a debtor in the chapter 11 cases, and in which the estate holds a substantial or controlling interest. Bankruptcy Rule 9006(b)(1) provides the Court with the ability to enlarge the period of time to file the 2015.3 Reports "for cause." Bankruptcy Rule 2015.3(d) also provides the Court with the ability, after notice and a hearing, to modify the reporting requirements for cause, including that the debtor is "not able, after a good faith effort, to

comply with those reporting requirements, or that the information . . . is publicly available.” Fed. R. Bankr. P. 2015.3(d).

15. As noted above, the Debtors consist of 18 separate entities. Pursuant to Bankruptcy Rule 2015.3(c), the Debtors have certain non-debtor affiliates that are not publically traded corporations in which the Debtors hold a “substantial or controlling” equity interest (collectively, the “**Qualifying Entities**”). The Debtors submit that cause exists to extend the deadline for filing the Rule 2015.3 Reports for the Qualifying Entities as requested herein based on (a) the size, complexity and geographic reach of the Debtors’ businesses and (b) the substantial burdens imposed by compliance with Bankruptcy Rule 2015.3 in the early days of these chapter 11 cases.

16. Extending the deadline for the initial 2015.3 Reports also will enable the Debtors to work with their financial advisors and the Office of the United States Trustee for the Eastern District of Virginia (the “**U.S. Trustee**”) to determine the appropriate nature and scope of the 2015.3 Reports and any proposed modifications to the reporting requirements established by Bankruptcy Rule 2015.3. Accordingly, the Debtors respectfully request that the Court grant an extension of the time by which the Debtors must either file their initial 2015.3 Reports or file a motion with the Court seeking appropriate modifications of such reporting requirements, for cause, pursuant to Bankruptcy Rule 2015.3(d) until 60 days after the 341 Meeting.

17. The relief requested herein will not prejudice any party in interest. The Debtors intend to work cooperatively with the U.S. Trustee and any statutory committee of unsecured creditors appointed in these chapter 11 cases to provide access to relevant information regarding the business and financial affairs of the Debtors to the extent such information is not available in the Debtors’ reporting to the United States Securities and Exchange Commission.

C. Cause Exists to Waive the Requirements to File the Shareholder List and Provide Notice to Equity Security Holders

18. Bankruptcy Rule 1007(a)(3) provides that “[i]n a chapter 11 reorganization case, unless the court orders otherwise, the debtor shall file within 14 days after entry of the order for relief a list of the debtor’s equity security holders of each class showing the number and kind of interests registered in the name of each holder, and the last known address or place of business of each holder.” Fed. R. Bankr. P. 1007(a)(3). Further, Bankruptcy Rule 2002(d) provides that, unless otherwise ordered by the Court, the Debtors shall provide notice of the commencement of these chapter 11 cases to all equity security holders. *See* Fed. R. Bankr. P. 2002(d). Bankruptcy courts have authority to modify or waive the requirements under both rules. Fed. R. Bankr. P. 1007(a)(3) (“[U]nless the court orders otherwise, the debtor shall file . . . a list of the debtor’s equity security holders[.]”); Fed. R. Bankr. P. 2002(d) (“[U]nless the court orders otherwise, the clerk . . . shall in the manner and form directed by the court . . . give notice to all equity security holders[.]”); *see also* 11 U.S.C. § 105(a) (“The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.”); Fed. R. Bankr. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.”).

19. As set forth in the First Day Declaration, as of February 1, 2020, Chinos Holdings, Inc. has issued 114,756,076 shares of class A common stock (“**Common Stock**”). As of the Petition Date, the Sponsors hold approximately 76% of the Common Stock, the Ad Hoc Committee holds approximately 8% of the Common Stock, and the remainder are held by various other holders. Similarly, as of February 1, 2020, Chinos Holdings, Inc. has also issued approximately 200,000 shares of 7% non-convertible perpetual series A preferred stock (“**Series**

A Preferred Stock”) and approximately 125,000 shares of 7% non-convertible perpetual series B preferred stock (“**Series B Preferred Stock**”). As of the Petition Date, the Ad Hoc Committee holds approximately 66% of the Series A Preferred Stock, with the remainder held by various other holders. The Debtors’ Sponsors, hold approximately 92.0% of the Series B Preferred Stock, with the remainder held by various other holders.

20. Accordingly, given the volume of shares of the Common Stock, Series A Preferred Stock and Series B Preferred Stock held by various other holders, preparing the Shareholder List with all equity holders’ last known addresses and sending notice to all parties on such a list would prove both expensive and time-consuming. Further, to the extent that the Debtors were even able to ascertain such information, the Shareholder List would ultimately serve little or no beneficial purpose. In particular, the equity markets will have immediate notice of these chapter 11 cases through public news outlets and the Debtors filing of a Form 8-K Statement with the Securities and Exchange Commission. The Debtors further submit that if it becomes necessary for equity security holders to file proofs of interest, the Debtors will provide them with particularized notice of the deadline and an opportunity to assert such interests. Thus, equity security holders will not be prejudiced, and a waiver of the requirement that the Debtors file the Shareholder List and serve notices to all parties on such list is appropriate.

21. Accordingly, the Debtors submit that ample cause exists for the Court to waive the requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file the Shareholder List and the requirement under Bankruptcy Rule 2002(d) that the Debtors mail the Notice of Commencement to all equity security holders. Section 105(a) of the Bankruptcy Code, which codifies the equitable powers of the bankruptcy court, empowers courts to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.”

11 U.S.C. § 105(a). This section “provides the basis for a bankruptcy court's broad exercise of power in the administration of a bankruptcy case under Title 11.” *Thompson v. N.M. Student Loan Guar. Corp. (In re Thompson)*, 329 B.R. 145, 166 (Bankr. E.D. Va. 2005). In light of the facts and circumstances surrounding these chapter 11 cases, the Court has authority, consistent with Bankruptcy Rule 1007, to grant the relief requested herein. *See, e.g., In re Pier 1 Imports, Inc.*, No. 20-30805 (KRH) [Docket No. 373] (Bankr. E.D. Va. Mar. 17, 2020) (waiving requirement to file list of equity security holders and serve notices to equity security holders); *In re Alpha Nat. Res., Inc.*, No. 15-33896 (KRH) [Docket No. 98] (Bankr. E.D. Va. Aug. 5, 2015) (same).

Waiver of Separate Memorandum of Points and Authorities

22. The Debtors respectfully request that the Court regard any argument and citations set forth herein as a written memorandum of facts, reasons, and authorities that has been combined with the relief requested herein, as permitted by Local Bankruptcy Rule 9013-1(G)(1). Alternatively, the Debtors respectfully request that the Court waive any requirement set forth in Local Bankruptcy Rule 9013-1(G)(1) that this Motion be accompanied by such a written memorandum.

Notice

23. Notice of this Motion will be provided to (a) the U.S. Trustee; (b) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (c) counsel to the DIP Agent; (d) counsel to the Prepetition ABL Agent; (e) counsel to the Prepetition Term Loan Agent; (f) counsel to the IPCo Notes Trustees; (g) counsel to the Ad Hoc Committee; (h) counsel to the Sponsors; (i) the Internal Revenue Service; (j) the United States Attorney’s Office for the Eastern District of Virginia; (k) the Securities and Exchange Commission; and (l) any other party that has requested service pursuant to Bankruptcy Rule 2002 as of the time of service

(collectively, the “**Notice Parties**”). The Debtors believe that no further notice is required under the circumstances.

No Prior Request

24. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

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WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: May 4, 2020
Richmond, Virginia

/s/ Henry P. (Toby) Long, III
HUNTON ANDREWS KURTH LLP
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
Nathan Kramer (VSB No. 87720)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
Telephone: (804) 788-8200
Facsimile: (804) 788-8218

-and-

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Ray C. Schrock, P.C. (*pro hac vice* admission pending)
Ryan Preston Dahl (*pro hac vice* admission pending)
Candace M. Arthur (*pro hac vice* admission pending)
Daniel Gwen (*pro hac vice* admission pending)
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

WEIL, GOTSHAL & MANGES LLP

Ray C. Schrock, P.C. (*pro hac vice* admission pending)
 Ryan Preston Dahl (*pro hac vice* admission pending)
 Candace M. Arthur (*pro hac vice* admission pending)
 Daniel Gwen (*pro hac vice* admission pending)
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 New York, New York 10153
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Proposed Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

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	:	
In re	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20-_____
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	X	

ORDER (I) EXTENDING THE TIME TO FILE SCHEDULES AND STATEMENTS OF FINANCIAL AFFAIRS AND RULE 2015.3 REPORTS, AND (II) WAIVING THE REQUIREMENT TO FILE A LIST OF EQUITY SECURITY HOLDERS AND PROVIDING NOTICE OF COMMENCEMENT TO EQUITY SECURITY HOLDERS

Upon the motion (the “**Motion**”)² of Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors’ corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

“**Debtors**”), for entry of an order, pursuant to Sections 105 and 521 of the Bankruptcy Code, Bankruptcy Rules 1007, 2015.3 and 9006 and Local Bankruptcy Rule 1007-1, (i) extending the time within which the Debtors must file their (a) schedules of assets and liabilities, (b) schedules of executory contracts and unexpired leases and (c) statements of financial affairs (items (a) through (c) collectively, the “**Schedules and Statements**”); (ii) extending the time within which the Debtors must (a) file their initial reports of financial information in respect of entities in which their chapter 11 estates hold a controlling or substantial interest, as set forth in Bankruptcy Rule 2015.3 (the “**2015.3 Reports**”) or (b) file a motion with the Court seeking a modification of such reporting requirements for cause, all as more fully set forth in the Motion; and (iii) waiving the requirements to (a) file a list of equity security holders (the “**Shareholder List**”), as set forth in Bankruptcy Rule 1007(a)(3) and (b) give notice to equity security holders of the commencement of these chapter 11 cases and the 341 Meeting (the “**Notice of Commencement**”); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties under the circumstances; and it appearing that no other or further notice need be provided; and the Court having held a hearing to consider the relief requested in the Motion; and upon the First Day Declaration and the record of the hearing on the Motion; and all objections to the relief requested in the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the

Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is granted.
2. The time within which the Debtors must file their Schedules and Statements is extended by an additional 25 days to a total of 39 days after the Petition Date, through and including June 12, 2020, without prejudice to the Debtors' right to seek further extensions of such deadline.
3. The Debtors are granted an extension until 60 days after the 341 Meeting to file their initial 2015.3 Reports or to file a motion seeking a modification of such reporting requirements, for cause, without prejudice to the Debtors' right to seek further extensions of such date.
4. The requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file the Shareholder List is waived.
5. The requirement under Bankruptcy Rule 2002(d) that the Debtors mail the Notice of Commencement to all equity security holders is waived.
6. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
7. Notwithstanding any Bankruptcy Rule or Local Bankruptcy Rule that might otherwise delay the effectiveness of this Order, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
8. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

9. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion.

Dated: _____, 2020
Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Henry P. (Toby) Long, III
HUNTON ANDREWS KURTH LLP
Tyler P. Brown (VSB No. 28072)
Henry P. (Toby) Long, III (VSB No. 75134)
Nathan Kramer (VSB No. 87720)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219
Tel: (804) 788-8200
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767 Fifth Avenue
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Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Henry P. (Toby) Long, III