

**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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	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CHINOS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 20–32181 (KLP)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
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**ORDER SETTING AN EXPEDITED HEARING  
 ON “FIRST DAY MOTIONS” AND RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order, pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, and Rules 9013-1(M) and (N) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the

<sup>1</sup> 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.

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

“**Local Bankruptcy Rules**”), (i) deeming the Debtors’ *Notice of Filing Chapter 11 Petition, First Day Motions, and Proposed Hearing on First Day Motions*, attached hereto as **Exhibit 1** (the “**Notice**”), to be adequate and appropriate notice under the circumstances and (ii) setting an expedited hearing at the Court’s earliest convenience on the Debtors’ “first day” motions (collectively, the “**First Day Motions**”) described on the proposed first day agenda, attached to the Notice as **Annex 1** (the “**Proposed First Day Agenda**”); 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.
1. A hearing will be held on **May 5, 2020, at 11:00 a.m. (prevailing Eastern Time)** (the “**First Day Hearing**”), to hear and consider the First Day Motions.
2. The form of the Notice hereby is approved in all respects.

3. Service by hand, overnight delivery, electronic mail, or facsimile of the Notice and the Proposed First Day Agenda, to the extent practicable, to the following parties or, in lieu thereof, to their counsel if known, hereby is deemed adequate and appropriate notice: (a) the Office of the United States Trustee for the Eastern District of Virginia; (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 Group; (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**").

4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

5. Notwithstanding any Federal Rule of Bankruptcy Procedure 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.

6. All forms of notice provided by the Motion are reasonably calculated to inform interested parties of the chapter 11 cases.

7. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

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

May 5 2020

Dated: \_\_\_\_\_, 2020

Richmond, Virginia

/s/ Keith L. Phillips

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: May 5 2020

/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  
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*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*

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**Exhibit 1**

**Notice**

**WEIL, GOTSHAL & MANGES LLP**  
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**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION**

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	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CHINOS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 20-_____</b>
	:	
<b>Debtors.<sup>3</sup></b>	:	<b>(Jointly Administered)</b>
	:	
-----	x	

**NOTICE OF FILING CHAPTER 11 PETITIONS, FIRST DAY  
 MOTIONS, AND PROPOSED HEARING ON FIRST DAY MOTIONS**

**PLEASE TAKE NOTICE** that on May 4, 2020 (the “**Petition Date**”), Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with the United States Bankruptcy Court for the Eastern District of Virginia (the “**Court**”) commencing the above-captioned chapter 11 cases.

<sup>3</sup> 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.

**PLEASE TAKE FURTHER NOTICE** that together with the chapter 11 petitions, the Debtors also requested an expedited hearing before the Court (the “**First Day Hearing**”) to consider certain motions (collectively, the “**First Day Motions**”) filed on the Petition Date and listed on the Proposed First Day Agenda attached hereto as **Annex 1**.

**PLEASE TAKE FURTHER NOTICE** that the Court has scheduled the First Day Hearing for a telephonic hearing through CourtSolutions on **May 5, 2020, at 11:00 a.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE THAT** parties must participate in the hearing telephonically through CourtSolutions. Parties may participate through CourtSolutions without the need for filing a separate motion requesting authorization to appear telephonically. Information regarding telephonic appearances through CourtSolutions is available on the Court’s website at <http://www.vaeb.uscourts.gov>.

**PLEASE TAKE FURTHER NOTICE** that a copy of each of the First Day Motions may be obtained: (i) by accessing the Court’s website at <https://ecf.vaeb.uscourts.gov> through an account obtained from the Pacer Service Center at 1-800-676-6856 or [www.pacer.gov](http://www.pacer.gov), or (ii) free of charge, by accessing the Debtors’ case information website at <https://www.omniagentsolutions.com/chinos>.

**PLEASE TAKE FURTHER NOTICE that your rights may be affected**. You should read the **First Day Motions** carefully and discuss them with your attorney, if you have one in the chapter 11 cases. If you do not have an attorney, you may wish to consult one.



**PLEASE TAKE FURTHER NOTICE** that if you do not want the Court to grant the relief requested in the First Day Motions, then you or your attorney must attend the First Day Hearing.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the First Day Motions and may enter orders granting the relief requested in the First Day Motions.

Dated: May 4, 2020  
Richmond, Virginia

/s/ Henry P. (Toby) Long, III  
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**Annex 1**

**Proposed First Day Agenda**

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

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**In re** : **Chapter 11**  
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**CHINOS HOLDINGS, INC., et al.,** : **Case No. 20-\_\_\_\_\_**  
 :  
**Debtors.**<sup>4</sup>  
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**PROPOSED FIRST DAY AGENDA FOR HEARING  
 ON MAY 5, 2020 AT 11:00 A.M. (PREVAILING EASTERN TIME)**

<sup>4</sup> 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.

## I. INTRODUCTION

In support of the following relief requested at the first day hearing, the Debtors refer the Court to the *Declaration of Michael J. Nicholson in Support of Debtors' Chapter 11 Petitions and First Day Relief* (the “**First Day Declaration**”) [Docket No. [●]].

The Debtors also refer the Court to the First Day Demonstrative filed in connection with the matters to be heard (the “**First Day Demonstrative**”) [Docket No. [●]].

## II. ADMINISTRATIVE MOTIONS

1. “**Motion to Expedite**” – *Motion of Debtors for Entry of an Order Setting an Expedited Hearing on “First Day Motions” and Related Relief* [Docket No. [●]]
2. “**Joint Administration**” – *Motion of Debtors for Entry of Order (I) Directing Joint Administration of Related Chapter 11 Cases and (II) Granting Related Relief* [Docket No. [●]]
3. “**Notice of Commencement**” – *Motion of Debtors for Entry of Order (I) Waiving the Requirement that the Debtors Submit a Formatted Mailing Matrix, (II) Approving the Form and Manner of Notice of Commencement of the Chapter 11 Cases, and (III) Authorizing the Filing of a Consolidated List of Top 30 Unsecured Creditors* [Docket No. [●]]
4. “**Case Management**” – *Motion of Debtors for Entry of an Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. [●]]
5. “**Claims, Noticing and Administrative Agent**” – *Application of Debtors for Authority to Retain And Employ Omni Agent Solutions As Claims, Noticing, and Administrative Agent Effective as of Petition Date* [Docket No. [●]]
6. “**Schedules and Statements**” – *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* [Docket No. [●]]

## III. OPERATIONAL MOTIONS

7. “**Cash Management**” – *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Participating in Existing Cash Management System, and Using Bank Accounts and Business Forms, and (B) Continue Intercompany Transactions, (II) Providing Administrative Expense Priority for Postpetition Intercompany Claims, (III) Extension of Time to*

*Comply with Requirements of 11 U.S.C. § 345(b), and (IV) Granting Related Relief [Docket No. [●]]*

8. **“Employee Wages”** – *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Pay Prepetition Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs, and (II) Granting Related Relief [Docket No. [●]]*
9. **“Insurance”** – *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Insurance Policies and Surety Bond Program, and (B) Pay All Obligations with Respect Thereto, and (II) Granting Related Relief [Docket No. [●]]*
10. **“Taxes”** – *Motion of Debtors for Entry of an Order (I) Authorizing Debtors to Pay Certain Prepetition Tax Obligations, and (II) Granting Related Relief [Docket No. [●]]*
11. **“Customer Programs”** – *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Continue Customer Programs in the Ordinary Course of Business, (II) Pay Prepetition Obligations Related Thereto, and (III) Granting Related Relief [Docket No. [●]]*
12. **“Utilities”** – *Motion of Debtors for Entry of Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Providers, (II) Establishing Procedures for Determining Adequate Assurance of Payment for Future Utility Services, (III) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Service, and (IV) Granting Related Relief [Docket No. [●]]*
13. **“NOL”** – *Motion of Debtors for Entry of Interim and Final Orders Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests In, and Claims Against, the Debtors and Claims of Certain Worthless Stock Deductions [Docket No. [●]]*
14. **“Trade/Shippers/503(b)(9)”** – *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Vendor Claims, Lien Claims, and 503(b)(9) Claims, (II) Confirming Administrative Expense Priority of Undisputed Prepetition Orders, and (III) Granting Related Relief [Docket No. [●]]*
15. **“Lease Rejection Procedures”** – *Motion of Debtors for Entry of an Order (I) Approving Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Property in Connection Therewith and (II) Granting Related Relief [Docket No. [●]]*
16. **“Section 365(d)(3)”** – *Motion of Debtors for Entry of Order (I) Extending Time for Performance of Obligations Arising Under Unexpired Non-Residential Real*

*Property Leases, and (II) Granting Related Relief [Docket No. [●]]*

**IV. FINANCING MOTION**

**17. “Postpetition Financing”** – *Motion of Debtors for Entry of Orders (I) Authorizing the Applicable Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Claims, (IV) Granting Adequate Protection to Prepetition Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. [●]]*

Dated: May 4, 2020  
Richmond, Virginia

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

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