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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>J. CREW VIRGINIA, INC.,</b>	:	<b>Case No. 20-32180 (KLP)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 03-0375626</b>	:	
-----	X	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>CHINOS HOLDINGS, INC.,</b>	:	<b>Case No. 20-32181 (KLP)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 27-4173834</b>	:	
-----	X	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>CHINOS INTERMEDIATE          HOLDINGS A, INC.,</b>	:	<b>Case No. 20-32182 (KLP)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 27-4553301</b>	:	
-----	X	

----- X  
In re: : Chapter 11  
: :  
CHINOS INTERMEDIATE, INC., : Case No. 20-32183 (KLP)  
: :  
Debtor. : :  
: :  
Fed. Tax Id. No. 37-1873871 : :  
----- X

In re: : Chapter 11  
: :  
CHINOS INTERMEDIATE : :  
HOLDINGS B, INC., : Case No. 20-32184 (KLP)  
: :  
Debtor. : :  
: :  
Fed. Tax Id. No. 27-4553244 : :  
----- X

In re: : Chapter 11  
: :  
J. CREW GROUP, INC., : Case No. 20-32185 (KLP)  
: :  
Debtor. : :  
: :  
Fed. Tax Id. No. 22-2894486 : :  
----- X

In re: : Chapter 11  
: :  
J. CREW OPERATING CORP., : Case No. 20-32186 (KLP)  
: :  
Debtor. : :  
: :  
Fed. Tax Id. No. 22-3540930 : :  
----- X

----- X  
In re: : Chapter 11  
GRACE HOLMES, INC., :  
Debtor. :  
Fed. Tax Id. No. 22-1691409 :  
----- X

In re: : Chapter 11  
H.F.D. NO. 55, INC., :  
Debtor. :  
Fed. Tax Id. No. 22-1869438 :  
----- X

In re: : Chapter 11  
J. CREW INC., :  
Debtor. :  
Fed. Tax Id. No. 22-2516360 :  
----- X

In re: : Chapter 11  
J. CREW INTERNATIONAL, INC., :  
Debtor. :  
Fed. Tax Id. No. 51-0342712 :  
----- X

In re: : Chapter 11  
MADEWELL INC., :  
Debtor. :  
Fed. Tax Id. No. 20-4928609 :  
----- X

----- X  
 In re: : Chapter 11  
 :  
 J. CREW BRAND HOLDINGS, LLC, : Case No. 20-32192 (KLP)  
 :  
 Debtor. :  
 :  
 Fed. Tax Id. No. 82-1807625 :  
 ----- X

In re: : Chapter 11  
 :  
 J. CREW BRAND INTERMEDIATE, LLC, : Case No. 20-32193 (KLP)  
 :  
 Debtor. :  
 :  
 Fed. Tax Id. No. 82-1793860 :  
 ----- X

In re: : Chapter 11  
 :  
 J. CREW BRAND, LLC, : Case No. 20-32194 (KLP)  
 :  
 Debtor. :  
 :  
 Fed. Tax Id. No. 82-1761647 :  
 ----- X

In re: : Chapter 11  
 :  
 J. CREW BRAND CORP., : Case No. 20-32195 (KLP)  
 :  
 Debtor. :  
 :  
 Fed. Tax Id. No. 82-1751616 :  
 ----- X

In re: : Chapter 11  
 :  
 J. CREW DOMESTIC BRAND, LLC, : Case No. 20-32196 (KLP)  
 :  
 Debtor. :  
 :  
 Fed. Tax Id. No. 82-1778962 :  
 ----- X

-----	X	
	:	
<b>In re:</b>	:	<b>Chapter 11</b>
	:	
<b>J. CREW INTERNATIONAL</b>	:	
<b>BRAND, LLC</b>	:	<b>Case No. 20-32197 (KLP)</b>
	:	
<b>Debtor.</b>	:	
	:	
<b>Fed. Tax Id. No. 82-1807471</b>	:	
-----	X	

**ORDER PURSUANT TO FED. R. BANKR. P.  
1015(b) (I) DIRECTING JOINT ADMINISTRATION OF  
CHAPTER 11 CASES, AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>1</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**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”), for entry of an order (a) directing joint administration of their chapter 11 cases for procedural purposes only, and (b) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b), 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 this 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, and it appearing that no other or further notice need be provided; and this Court having held a hearing to consider the relief requested in

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

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 on an interim basis 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; after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Motion is granted to the extent set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 20–32181 (KLP).
3. Nothing in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, the Debtors, or the Debtors’ estates, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

4. The caption of the jointly administered cases shall read as follows:

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

	X	
	:	
<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>
	:	
	X	

<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.

5. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

6. The Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the Office of the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

7. A docket entry shall be made in each of the above-captioned cases, other than Chinos Holdings, Inc., substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Chinos Holdings, Inc., Chinos Intermediate Holdings A, Inc.,

Chinos Intermediate, Inc., Chinos Intermediate Holdings B, Inc., J. Crew Group, Inc., J. Crew Operating Corp., Grace Holmes, Inc., H.F.D. No. 55, Inc., J. Crew Inc., J. Crew International, Inc., J. Crew Virginia, Inc., Madewell Inc., J. Crew Brand Holdings, LLC, J. Crew Brand Intermediate, LLC, J. Crew Brand, LLC, J. Crew Brand Corp., J. Crew Domestic Brand, LLC, and J. Crew International Brand, LLC. The docket in Chinos Holdings, Inc., Case No. 20–32181 (KLP) should be consulted for all matters affecting this case.

8. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

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

10. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

May 5 2020

Dated: \_\_\_\_\_, 2020  
Richmond, Virginia

/s/ Keith L. Phillips  
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: May 5 2020



WE ASK FOR THIS:

/s/ Nathan Kramer

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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/ Nathan Kramer