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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– 32181 (KLP)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
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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

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 “**Debtors**”), for entry of an order, pursuant to sections 105(a) and 521(a)(1) of

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.

title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”), Rules 9007 and 1007(a)(1) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 1007-1(H) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”), (i) waiving the requirement that the Debtors submit a formatted mailing matrix; (ii) approving the form and manner of the notice of commencement of these chapter 11 cases; and (iii) authorizing the Debtors to file a single consolidated list of the 30 largest unsecured creditors in these chapter 11 cases, 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 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 combined form of the notice of commencement of the chapter 11 cases and the meeting of creditors pursuant to section 341 of the Bankruptcy Code, annexed hereto as **Exhibit 1** (the “**Notice of Commencement**”), is approved.

3. The requirement that the Debtors file a Creditor Matrix with the Court pursuant to Bankruptcy Code section 521(a)(1), Bankruptcy Rule 1007(a)(1), and Local Bankruptcy Rule 1007-1(H) is hereby waived.

4. The Debtors, or any notice, claims and balloting agent retained and employed by the Debtors in the chapter 11 cases, is authorized, but not directed, to undertake all mailings directed by the Court, or the U.S. Trustee, or in accordance with the Bankruptcy Code, including the Notice of Commencement, and any other correspondence that the Debtors may wish to send to parties in interest.

5. The Notice of Commencement shall be served by the Debtors on all known creditors by electronic mail or first-class U.S. mail, postage prepaid, no later than three (3) business days after the Debtors receive written notice from the U.S. Trustee of the time and place of the Section 341 Meeting.

6. The Debtors are authorized to file a Consolidated Top 30 List in these chapter 11 cases, in lieu of filing a separate Top 20 List for each of the Debtors’ respective cases.

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

8. 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.

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

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

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

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

Dated: _____, 2020
Richmond, Virginia

May 5 2020

/s/ Keith L. Phillips
UNITED STATES BANKRUPTCY

JUDGE

Entered on Docket: May 5 2020

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)
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-and-

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*Proposed Attorneys for Debtors
and Debtors in Possession*

SEEN AND AGREED:

/s/ Nicholas S. Herron (with permission dated (5/5/2020)
Kenneth N. Whitehurst, III
Nicholas S. Herron
Office of The United States Trustee
701 East Broad Street
Suite 4304
Richmond, VA 23219

United States Trustee

**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

Exhibit 1

Notice of Commencement

WEIL, GOTSHAL & MANGES LLP
 Ray C. Schrock, P.C. (*pro hac vice* admission pending)
 Ryan Preston Dahl (*pro hac vice* admission pending)
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**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF VIRGINIA
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In re	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20-_____
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	X	

**NOTICE OF COMMENCEMENT OF
 CHAPTER 11 CASES AND MEETING OF CREDITORS**

Commencement of the Chapter 11 Cases. On May 4, 2020, each of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (as amended, the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “**Court**”).

Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the Bankruptcy Court. You may be sent a copy of a plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to

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confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the Debtors will remain in possession of their property and may continue to operate their business.

Debtor’s full name/any other names used within the last 8 years: See the chart below:

Debtor	Address	Case No.	Tax I.D.
Chinos Holdings, Inc.	225 Liberty St., New York, NY 10281		27-4173834
Chinos Intermediate Holdings A, Inc.	225 Liberty St., New York, NY 10281		27-4553301
Chinos Intermediate, Inc.	225 Liberty St., New York, NY 10281		37-1873871
Chinos Intermediate Holdings B, Inc.	225 Liberty St., New York, NY 10281		27-4553244
J. Crew Group, Inc.	225 Liberty St., New York, NY 10281		22-2894486
J. Crew Operating Corp.	225 Liberty St., New York, NY 10281		22-3540930
Grace Holmes, Inc.	225 Liberty St., New York, NY 10281		22-1691409
H.F.D. No. 55, Inc.	225 Liberty St., New York, NY 10281		22-1869438
J. Crew Inc.	225 Liberty St., New York, NY 10281		22-2516360
J. Crew International, Inc.	225 Liberty St., New York, NY 10281		51-0342712
J. Crew Virginia, Inc.	225 Liberty St., New York, NY 10281		03-0375626
Madewell Inc.	225 Liberty St., New York, NY 10281		20-4928609
J. Crew Brand Holdings, LLC	225 Liberty St., New York, NY 10281		82-1807625
J. Crew Brand	225 Liberty St., New		82-1793860

Intermediate, LLC	York, NY 10281		
J. Crew Brand, LLC	225 Liberty St., New York, NY 10281		82-1761647
J. Crew Brand Corp.	225 Liberty St., New York, NY 10281		82-1751616
J. Crew Domestic Brand, LLC	225 Liberty St., New York, NY 10281		82-1778962
J. Crew International Brand, LLC	225 Liberty St., New York, NY 10281		82-1807471
Other Names Used by the Debtors in the Past Eight Years			
J. Crew J.Crew Retail J. Crew Retail Stores J. Crew Factory J. Crew Corp.	J. Crew Factory Stores J. Crew Mercantile Madewell Retail Stores Madewell Retail J. Crew Outfitters, Inc.		

Meeting of Creditors. Pursuant to section 341 of the Bankruptcy Code, the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”) has scheduled a meeting of creditors on _____, 2020, at ____:____.m. (prevailing Eastern Time), at _____. The Debtors’ representatives will be present at the meeting to be examined under oath by the U.S. Trustee and by creditors. Creditors are welcome to attend the meeting but are not required to do so. The meeting may be continued and concluded at a later date without further notice.

Creditors May Not Take Certain Actions. The filing of the bankruptcy petition automatically stays certain collection and other actions against the Debtors and the Debtors’ property. Prohibited actions are listed in section 362(a) of the Bankruptcy Code. For example, creditors are prohibited from: (a) contacting the Debtors to demand repayment; (b) taking action against the Debtors to collect money owed to creditors; (c) starting or continuing lawsuits against the Debtors; and (d) taking certain actions against property of the Debtors’ estates. *See* 11 U.S.C. § 362(a). If unauthorized actions are taken by a creditor against the Debtors, the Court may penalize that creditor. A creditor who is considering taking action against the Debtors or their property should review, among other things, section 362(a) of the Bankruptcy Code and seek legal advice.

Notice of Bar Dates for Proofs of Claim. The notice of the bar dates for the filing of proofs of claim against any Debtor (the “**Bar Date Notice**”) will be mailed separately. The Bar Date Notice will contain information regarding the bar dates, a proof of claim form and instructions for completing and filing a proof of claim form.

Claims. A Proof of Claim is a signed statement describing a creditor's claim. A sample Proof of Claim form may be obtained at www.uscourts.gov or the Bankruptcy Court Clerk's office. You may look at the schedules that have been, or will be, filed at the Bankruptcy Court Clerk's office or online at www.pacer.gov. If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled, unless you file a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. **The Bankruptcy Court has not yet set a deadline to file a Proof of Claim. If a deadline is set, you will be sent another notice.** A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim may submit the creditor to the jurisdiction of the Bankruptcy Court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. **Filing Deadline for a Creditor with a Foreign Address:** The deadline for filing claims will be set in a later Bankruptcy Court order and will apply to all creditors unless the order provides otherwise. If notice of the order setting the deadline is sent to a creditor at a foreign address, the creditor may file a motion requesting the Bankruptcy Court to extend the deadline. There is no assurance that such a motion would be granted.

Case Management and Administrative Procedures. On [____], 2020, the Court entered the *Order Establishing Certain Notice, Case Management, and Administrative Procedures* [Docket No. ____] (the "**Case Management Order**"). All parties who desire to participate in these chapter 11 cases must follow the procedures set forth therein. The Case Management Order provides, among other things, that, except as set forth in the procedures approved by the Case Management Order, notice of proceedings in this chapter 11 case need only be sent via electronic mail to the parties on the established service list. Any party in interest that desires to receive electronic mail notice in these chapter 11 cases and, consequently, be added to the service list, shall file with the Court a notice of appearance and request for service and shall serve such request on (i) proposed counsel for the Debtors: Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C. (ray.schrock@weil.com), Ryan Preston Dahl, Esq. (ryan.dahl@weil.com), Candace M. Arthur, Esq. (candace.arthur@weil.com), and Daniel Gwen, Esq. (daniel.gwen@weil.com); and (ii) proposed co-counsel for the Debtors: Hunton Andrews Kurth LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219 (Attn: Tyler P. Brown, Esq. (tpbrown@HuntonAK.com), Henry P. (Toby) Long, III, Esq. (hlong@HuntonAK.com), and Nathan Kramer, Esq. (nkramer@HuntonAK.com). All creditors will receive notice of certain proceedings, including, but not limited to, bar dates (unless applicable to a limited population of creditors), the time fixed for filing objections to and any hearing to consider a disclosure statement and/or confirmation of a chapter 11 plan and dismissal or conversion of this chapter 11 case to another chapter of the Bankruptcy Code. A copy of the procedures approved by the Case Management Order is available from the sources described below.

How to Obtain Documents. All documents filed with the Bankruptcy Court, including the Debtors' schedules of assets and liabilities and statements of financial affairs, will be available for inspection at the Bankruptcy Court Clerk's office or by (a) accessing the Bankruptcy Court's website, www.vaeb.uscourts.gov; (b) contacting the Bankruptcy Court Clerk's office by

telephone at 804-916-2400 or by mail at 701 East Broad Street, Suite 4000, Richmond, Virginia 23219; or (c) accessing the website of Omni Agent Solutions, the Debtors' Bankruptcy Court-approved claims agent, located at [_____].

Attorneys for Debtor. The attorneys representing the Debtor are: (i) Ray C. Schrock, P.C., Ryan Preston Dahl, Esq., Candace M. Arthur, Esq., and Daniel Gwen, Esq., Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Telephone: (212) 310-8000, Facsimile: (212) 310-8007; and (ii) Tyler P. Brown, Esq., Henry P. (Toby) Long, III, Esq., and Nathan Kramer, Esq., Hunton Andrews Kurth LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219, Telephone: (804) 788-8200, Facsimile: (804) 788-8218.

Discharge of Debts and Deadline to File a Complaint to Determine Dischargeability of Certain Debts. Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. *See* Bankruptcy Code § 1141(d). You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(1)(A). The bankruptcy clerk's office must receive a complaint accompanied by the required filing fee by the required deadline. Pursuant to Bankruptcy Rule 4007, except as otherwise provided in subdivision (d) of that Rule, a complaint to determine the dischargeability of a debt under § 523(c) of the Bankruptcy Code, shall be filed no later than 60 days after the first date set for the meeting of creditors under § 341(a) of the Bankruptcy Code. Such time may be extended by the Bankruptcy Court on motion, after a hearing on notice, for cause. You may wish to consult an attorney if you have any questions about your rights in this regard.

Local Rule Dismissal Warning. Chapter 11 cases may be dismissed for failure to timely file lists, schedules, and statements. *See* Local Bankruptcy Rule 1007-1.

Legal Advice. Neither the Debtors' counsel nor the Bankruptcy Court Clerk's office can give you legal advice. You may wish to consult an attorney to protect your rights.

Dated: May [], 2020

Clerk of the U.S. Bankruptcy Court
701 East Broad Street, Suite 4000
Richmond, Virginia 23219