

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**

-----	X	
	:	
In re	:	Chapter 11
	:	
CHINOS HOLDINGS, INC., et al.,	:	Case No. 20– 32181 (KLP)
	:	
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**

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 and 521 of 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.

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 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, to the earlier of (a) five business days before any Disclosure Statement Objection Deadline and (b) 45 days after the 341 Meeting.
4. The requirement under Bankruptcy Rule 1007(a)(3) that the Debtors file the Shareholder List is waived.
5. The Debtors will mail or e-mail the Notice of Commencement to all known registered equity security holders as of the date of mailing, which will be deemed to satisfy Bankruptcy Rule 2002(d)(2).
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

May 6 2020

/s/ Keith L. Phillips
UNITED STATES BANKRUPTCY

JUDGE

Entered on Docket: May 6 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)
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, VA 23219
Tel: (804) 788-8200
Fax: (804) 788-8218

-and-

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

*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