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Co-Counsel to Delaware Trust Company, Indenture Trustee

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

_____)	
In re:)	Chapter 11
)	
CHINOS HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 20-32181 (KLP)
)	
Debtors.)	(Jointly Administered)
_____)	

**MOTION PURSUANT TO
LOCAL RULE 2090-1(E)(3) FOR ADMISSION *PRO HAC VICE***

Brian H. Richardson (“Movant”), a member in good standing of the Bar of the Commonwealth of Virginia, an attorney admitted to practice before the United States Bankruptcy Court for the Eastern District of Virginia, and an associate with Kutak Rock LLP, hereby moves the Court, pursuant to this motion (the “Motion”), for the entry of an order, substantially in the form of **Exhibit A**, authorizing Brian P. Guiney (“Mr. Guiney”), counsel in the law firm of Patterson Belknap Webb & Tyler LLP, 1133 Avenue of the Americas, New York, NY 10036, to appear and practice *pro hac vice* on behalf of Delaware Trust Company, Indenture Trustee (“Delaware Trust”), in the above-captioned chapter 11 cases now pending in the United States

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.

Bankruptcy Court for the Eastern District of Virginia and any related adversary litigation pursuant to Rule 2090-1(E)(3) of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”). In support of this Motion, Movant states as follows:

1. Mr. Guiney is admitted, practicing, and in good standing as a member of the bars of the State of New York and the Commonwealth of Massachusetts. Mr. Guiney has also been admitted to practice before the United States District Courts for the Eastern and Southern Districts of New York. There are no disciplinary proceedings pending against Mr. Guiney.

2. Pursuant to Local Rule 2090-1(E)(3), “[a]n attorney, qualified to practice in the United States District Court of another state, the District of Columbia or a territory of the United States may appear and practice in cases *pro hac vice* before this Court upon motion of a member of the Bar of this Court, provided that in all appearance said attorney shall be accompanied by a member of this Bar. Applicants for *pro hac vice* admission shall complete a written application, which shall be appended to and incorporated by reference in the aforesaid motion.”

3. Movant requests the Court to allow Mr. Guiney to appear at hearings in these chapter 11 cases.

4. Movant has provided notice of this Motion to all persons receiving electronic notice in these bankruptcy cases.

5. An Application pursuant to Local Rule 2090-1(E)(3)(a) is attached hereto as **Exhibit B.**

WHEREFORE, the Movant respectfully requests that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Richmond, Virginia
Dated: July 28, 2020

/s/ Brian H. Richardson

KUTAK ROCK LLP

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*Co-Counsel to
Delaware Trust Company, Indenture Trustee*

CERTIFICATE OF SERVICE

I hereby certify under penalty of perjury that a true and correct copy of the foregoing was sent via CM/ECF, on July 28, 2020, to all parties receiving electronic notices in this case:

By: */s/ Brian H. Richardson*
Counsel

Exhibit A

Proposed Order

Daniel A. Lowenthal (pro hac vice pending)
 Brian P. Guiney (pro hac vice pending)
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**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

In re:)	
)	Chapter 11
CHINOS HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 20-32181 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER GRANTING MOTION PURSUANT TO
 LOCAL RULE 2090-1(E)(3) FOR ADMISSION *PRO HAC VICE***

Upon the motion (the “Motion”)² of Brian H. Richardson of Kutak Rock LLP for the admission *pro hac vice* of Brian P. Guiney, counsel in the law firm of Patterson Belknap Webb & Tyler LLP, 1133 Avenue of the Americas, New York, NY 10036; it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to

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 meanings set forth in the Motion.

28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Motion is granted in its entirety.
2. Brian P. Guiney is authorized to appear and practice *pro hac vice* as an attorney for the Delaware Trust in the above-captioned chapter 11 cases.
3. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____
Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

/s/ Brian H. Richardson

Peter J. Barrett (VA 46179)

Brian H. Richardson (VA 92477)

KUTAK ROCK LLP

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- and -

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

Pursuant to 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/ Brian H. Richardson

Exhibit B

Application

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

APPLICATION TO QUALIFY AS A FOREIGN ATTORNEY UNDER
LOCAL BANKRUPTCY RULE 2090-1(E)(3)

In Case No.: 20-32181, * Case Name In re: CHINOS HOLDINGS, INC., et al.

PERSONAL STATEMENT

FULL NAME (no initials, please) Brian P. Guiney
Bar Identification Number 4318333; 660384 State N.Y.; Mass.
Firm Name Patterson Belknap Webb & Tyler LLP
Firm Phone # 212-336-2000 Direct Dial # 212-336-2305 FAX # 212-336-1256
E-Mail Address bguiney@pbwt.com
Office **Mailing** Address 1133 Avenue of the Americas, New York, New York 10036
Name(s) of federal court(s) in which I have been admitted E.D.N.Y.; S.D.N.Y.

I am a member in good standing of the Bar of the following United States District Court(s): E.D.N.Y; S.D.N.Y

I certify that the rules of the federal court in the district in which I maintain my office extend a similar *pro hac vice* admission privilege to members of the bar of the Eastern District of Virginia.

I have not been reprimanded in any court nor has there been any action in any court pertaining to my conduct or fitness as a member of the bar.

I hereby certify that, within 90 days before the submission of this application, I have read the Local Rules of this Court and that my knowledge of the Federal Rules of Civil Procedure, the Federal Rules of Bankruptcy Procedure, and the Federal Rules of Evidence is current.

/s/ Brian P. Guiney
(Applicant's Signature)

I, the undersigned, do certify that I am a member of the bar of this Court, not related to the applicant; that I know the applicant personally, that the said applicant possesses all of the qualifications required for admission to the bar of this Court; that I have examined the applicant's personal statement. I affirm that his/her personal and professional character and standing are good, and petition the court to admit the applicant *pro hac vice*.

/s/ Brian H. Richardson
(Signature)

7/27/2020
(Date)

Brian H. Richardson
(Typed or Printed Name)

**Pro hac vice* admission in a case shall include an adversary proceeding(s) in the case.