

**THIS OBJECTION SEEKS TO RECLASSIFY CERTAIN CLAIMS.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR
NAMES AND CLAIMS ON THE EXHIBIT ATTACHED TO THIS OBJECTION.**

**IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE DEBTORS'
COUNSEL, WEIRU FANG, AT (212) 310-8129.**

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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

**NOTICE OF HEARING ON DEBTORS' FIRST OMNIBUS
OBJECTION TO CLAIMS (RECLASSIFICATION OF WRONG DEBTOR CLAIMS)**

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.

PLEASE TAKE NOTICE that on July 31, 2020, Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ First Omnibus Objection to Claims (Reclassification of Wrong Debtor Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “**Court**”) seeking entry of an order reclassifying the claims listed on Exhibit A attached thereto under the heading “*Claims to Be Reclassified*” (collectively, the “**Wrong Debtor Claims**”).

PLEASE TAKE FURTHER NOTICE that a copy of the Objection may be obtained at no charge at <https://www.omniagentsolutions.com/chinos> or for a fee at <https://ecf.vaeb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that your rights may be affected. You should read the Objection 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 on May 5, 2020, the Court entered the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 109] (the “Case Management Order”),² which approved certain notice, case management and administrative procedures attached as Exhibit 1 to the Case Management Order (the “Case Management Procedures”). The Case Management Procedures, among other things, prescribe the manner in which responses must be filed and served and set forth when certain hearings will be conducted. A copy of the Case Management Order may be obtained at no charge at <https://www.omniagentsolutions.com/chinos> or for a fee at <https://ecf.vaeb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Objection, or if you want the Court to consider your views on the Objection, then, by **September 17, 2020** (the “**Response Deadline**”), you or your attorney must:

- File with the Court, either electronically or at the address shown below, a written response to the Objection pursuant to Rule 9013-1(H) of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia and the Case Management Procedures. If you mail your written response to the Court for filing, you must mail it early enough so the Court will **receive** it on or before the Response Deadline.

If a response is not properly and timely filed and served, the Court may deem any opposition waived, treat the Objection as conceded and enter appropriate orders granting the requested relief without further notice or hearing.

Clerk of the Court
United States Bankruptcy Court
701 East Broad Street, Suite 4000
Richmond, Virginia 23219

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Case Management Order.

In accordance with the Case Management Procedures, you must also serve a copy of your written response on the Core Parties, the 2002 List Parties and any Affected Entity so that the response is received on or before the Response Deadline.

- Attend a hearing by remote video conference before the Honorable Keith L. Phillips, United States Bankruptcy Judge, at **11:00 a.m. (Eastern Time) on September 24, 2020** (the “**Hearing**”). Parties may participate in the Hearing by registering through the following link:

<https://www.zoomgov.com/meeting/register/vJIsfuyrrj8tGoZUAPmaSMQoBo6B03ti1hU>

Parties who wish to attend the Hearing on a listen-only basis may do so by using one of the following dial-in numbers:

Phone Number: 1-888-363-4735
Access Code: 8617460
Security Code: 0924

Phone Number: 1-888-636-3807
Access Code: 8233381
Security Code: 0924

PLEASE TAKE FURTHER NOTICE THAT you should consult the Case Management Order before filing any written response.

Dated: July 31, 2020
Richmond, Virginia

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

HUNTON ANDREWS KURTH LLP

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**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)
	:	
-----	X	

**DEBTORS' FIRST OMNIBUS OBJECTION TO
CLAIMS (RECLASSIFICATION OF WRONG DEBTOR CLAIMS)**

Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

Relief Requested

1. By this Objection, pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3007-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”), the Debtors seek entry of an order reclassifying the claims listed on Exhibit A attached hereto under the heading “*Claims to Be Reclassified*” (collectively, the “**Wrong Debtor Claims**”) to be claims asserted against the correct Debtor or Debtors listed under the heading “*Reclassified Debtor*.”

2. The Debtors have examined the Wrong Debtor Claims identified on Exhibit A in conjunction with the Debtors’ books and records and have determined that the Wrong Debtor Claims assert claims against a Debtor that should be properly asserted against another Debtor. A proposed form of order granting the relief requested herein is attached hereto as Exhibit B (the “**Proposed Order**”).

3. To the extent the grounds for objecting herein are beyond the scope of those set forth in Bankruptcy Rule 3007(d), the Debtors request a waiver of Bankruptcy Rule 3007. Moreover, the Debtors request a waiver of Local Bankruptcy Rule 3007-1 to the extent the provisions thereof are inconsistent with the Case Management Order.

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.

Jurisdiction

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 157(b) and 1334, and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984. This proceeding is core pursuant to 28 U.S.C. § 157(b) and may be determined by the Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

5. On May 4, 2020 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On May 13, 2020, the United States Trustee for the Eastern District of Virginia appointed an official committee of unsecured creditors in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code [Docket No. 188].

7. The Debtors’ chapter 11 cases have been jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b) and Local Bankruptcy Rule 1015-1. No trustee or examiner has been appointed in these chapter 11 cases.

8. On May 28, 2020, the Court entered the *Order (I) Establishing a General Bar Date to File Proofs of Claim, (II) Establishing a Bar Date to File Proofs of Claim by Governmental Units, (III) Establishing an Amended Schedules Bar Date, (IV) Establishing a Rejection Damages Bar Date, (V) Approving the Form and Manner for Filing Proofs of Claim, (VI) Approving the Proposed Notice of Bar Dates, and (VII) Granting Related Relief* [Docket No. 390] (the “**Bar Date Order**”). Among other deadlines, the Bar Date Order establishes (a) July 15, 2020 at 5:00 p.m. (Eastern Time) as the deadline for each person or entity (as defined in the

Bankruptcy Code), other than governmental units, to file a proof of claim in respect of a prepetition claim (the “**General Bar Date**”) and (b) November 2, 2020 at 5:00 p.m. (Eastern Time) as the deadline for governmental units to file a proof of claim in respect of a prepetition claim against any of the Debtors. The Bar Date Order also provides that failure to timely and properly file a proof of claim will result in the holder of such claim being forever barred, estopped, and enjoined from asserting such claim.

Claims Reconciliation Process

9. The claims register, prepared, and maintained by Omni Agent Solutions shows that, as of the General Bar Date, approximately 1,900 proofs of claim were filed in these chapter 11 cases. The Debtors are actively reviewing and reconciling such proofs of claim.

10. After careful review of their books and records, the Debtors or their advisors have determined that the Wrong Debtor Claims identified on **Exhibit A** assert claims against a Debtor that should be properly asserted against another Debtor.

Relief Requested Should Be Granted

11. Bankruptcy Rule 3001(f) provides that a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and amount of the claim under section 502(a) of the Bankruptcy Code. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173 (3d Cir. 1992). Nevertheless, a claimant’s proof of claim is entitled to the presumption of *prima facie* validity under Bankruptcy Rule 3001(f) only until an objecting party shows that there exists a “true dispute” as to the validity and amount of the claim. *See In re Computer Learning Ctrs., Inc.*, 298 B.R. 569, 578 (Bankr. E.D. Va. 2003). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 12 CIV. 6074 RJS, 2013 WL 5549643, at *3 (S.D.N.Y. Sept. 26, 2013).

12. For the reasons set forth in this Objection, the Court should allow the Wrong Debtor Claims to be reclassified as a claim asserted against the Debtor or Debtors listed under the heading “*Reclassified Debtor*” in **Exhibit A**, as reflected in the Debtors’ books and records. The Objection does not seek a determination with respect to the substance of the underlying Wrong Debtor Claims, and resolution of such Wrong Debtor Claims will be handled through the claims reconciliation process. Given the *Joint Prearranged Chapter 11 Plan of Reorganization of Chinos Holdings, Inc. and its Affiliated Debtors (With Technical Changes)* [Docket No. 540] does not contemplate substantive consolidation, properly reflecting the claims against a Debtor will prevent creditors of such Debtor from being prejudiced by the Wrong Debtor Claims. Accordingly, the relief herein is appropriate.

Rule 3007 Modifications

13. Bankruptcy Rule 3007(d) permits an objection against multiple claims on an omnibus basis only when the basis for such objection is that the claims in question:

- (a) duplicate other claims;
- (b) have been filed in the wrong case;
- (c) have been amended by subsequently filed proofs of claim;
- (d) were not timely filed;
- (e) have been satisfied or released during the case in accordance with the [Bankruptcy] Code, applicable rules, or a court order;
- (f) were presented in a form that does not comply with the applicable rules, and ... the objector is unable to determine the validity of the claim because of the noncompliance;
- (g) are interests, rather than claims; or
- (h) assert priority in an amount that exceeds the maximum amount under [section] 507 of the [Bankruptcy] Code.

Fed. R. Bankr. P. 3007(d). In addition, Bankruptcy Rule 3007(e), among other things, requires that omnibus objections "contain objections to no more than 100 claims." Fed. R. Bankr. P. 3007(e).

14. Accordingly, to the extent applicable, the Debtors request a waiver of

Bankruptcy Rule 3007.

Relief from Local Bankruptcy Rule 3007-1 to the Extent Necessary

15. Local Bankruptcy Rule 3007-1 provides certain requirements for the assertion and noticing of objections to claims and the scheduling of related hearings. In the circumstances of these chapter 11 cases, the Debtors believe that this Objection (a) provides holders of Wrong Debtor Claims with ample notice and (b) operates seamlessly with the administrative procedures established by the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 109] (the “**Case Management Order**”). Accordingly, the Debtors request a waiver of Local Bankruptcy Rule 3007-1 to the extent the provisions thereof are inconsistent with the Case Management Order.

Reservation of Rights

16. The Debtors hereby reserve the right to object in the future to any of the proofs of claim listed in this Objection on any ground, and to amend, modify, or supplement this Objection to the extent an Objection to a claim is not granted. A separate notice and hearing will be scheduled for any such Objection.

Notice

17. Notice of this Objection will be provided to each person or entity listed on **Exhibit A** and in accordance with the procedures set forth in the Case Management Order. The Debtors believe that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

18. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: July 31, 2020
Richmond, Virginia

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

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Exhibit A

Schedule of Wrong Debtor Claims

CHINOS HOLDINGS, INC., et al.

FIRST OMNIBUS OBJECTION: EXHIBIT A - WRONG DEBTOR CLAIMS

CLAIMS TO BE RECLASSIFIED	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR	RECLASSIFIED CASE NUMBER	RECLASSIFIED DEBTOR
1 C 181-70	10.11 Concept Studio	5/15/2020	4,550	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
2 C 181-30	Abm Industry Groups LLC	5/11/2020	128,025	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
3 C 181-115	Acquia Inc	6/3/2020	143,820	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
4 C 181-222	Adorina Bethishou	7/6/2020	-	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
5 C 181-40	Aire LLC	5/12/2020	6,000	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
6 C 181-15	Alabama Power Company	5/7/2020	1,135	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
7 C 181-24	Albion Thorne LLC	5/8/2020	750	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
8 C 181-25	Albion Thorne LLC	5/8/2020	750	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
9 C 181-50	Alexander Adamov	5/13/2020	7,301	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
10 C 181-27	Allure Sourcing Ltd	5/10/2020	363,338	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
11 C 181-190	Ameren Missouri	6/17/2020	2,164	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
12 C 181-75	Amerisource Funding Inc	5/18/2020	4,687	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
13 C 181-326	Aon Consulting, Inc.	7/27/2020	13,000	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
14 C 181-210	Applied Industrial Technologies - Dixie, Inc.	7/9/2020	2,254	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
15 C 181-12	Apply Studio	5/7/2020	3,555	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
16 C 181-311	Arche Advisors, Inc.	7/15/2020	24,099	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
17 C 181-84	Arian Camilleri Photography Inc	5/19/2020	4,225	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
18 C 181-163	Ariana Bohling LLC	6/17/2020	2,685	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
19 C 181-164	Ariana Bohling LLC	6/17/2020	185	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
20 C 181-98	Ariana Bohling LLC	5/27/2020	3,606	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
21 C 181-2	Art & Style Nyc LLC	5/6/2020	3,960	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
22 C 181-42	Artemis Design Co LLC	5/11/2020	6,200	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
23 C 181-227	Arundel Mills Limited Partnership	7/14/2020	61,845	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
24 C 181-120	Ashlee Margolis Inc, DbA The A List	6/5/2020	49,500	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
25 C 181-121	Ashlee Margolis Inc, DbA The A List	6/5/2020	35,259	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
26 C 181-309	AT&T Corp. on behalf of itself and its affiliates	7/15/2020	159,326	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
27 C 181-167	Atelier Choux	6/19/2020	290	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
28 C 181-290	Atlantic City Associates Number Two	7/14/2020	56,297	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
29 C 181-67	Atlantic City Electric Co	5/6/2020	979	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
30 C 181-109	Atlantic City Electric Company	5/6/2020	979	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
31 C 181-81	Atlantic City Electric Company	5/6/2020	979	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.

CHINOS HOLDINGS, INC., et al.

FIRST OMNIBUS OBJECTION: EXHIBIT A - WRONG DEBTOR CLAIMS

CLAIMS TO BE RECLASSIFIED	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR	RECLASSIFIED CASE NUMBER	RECLASSIFIED DEBTOR
32 C 181-28	Atlanticom Communication Systems, Inc	5/11/2020	95,941	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
33 C 181-175	Atmos Energy Corporation	6/25/2020	2,190	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
34 C 181-197	Baby Lulu	7/6/2020	2,799	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
35 C 181-143	Baby Lulu Inc	6/14/2020	1,505	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
36 C 181-140	Beet World LLC	6/14/2020	636	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
37 C 181-141	Beet World LLC	6/14/2020	3,853	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
38 C 181-142	Beet World LLC	6/14/2020	334	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
39 C 181-29	Bembien LLC	5/11/2020	11,749	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
40 C 181-181	Bokk Box LLC	6/26/2020	1,893	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
41 C 181-207	Braintree Electric Light Dept	7/7/2020	1,496	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
42 C 181-228	Briarwood Mall, LLC	7/14/2020	10,354	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
43 C 181-44	Career Group Inc	5/12/2020	54,819	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
44 C 181-106	Cdw Direct LLC	5/8/2020	17,089	20-32181 (KLP)	Chinos Holdings, Inc.	20-32180 (KLP)	J. Crew Virginia, Inc.
45 C 181-208	Cellco Partnership d/b/a Verizon Wireless	7/9/2020	118,304	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
46 C 181-305	Central Telephone Co of Virginia	7/15/2020	151	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
47 C 181-112	Century Direct	6/2/2020	722	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
48 C 181-306	CenturyTel of San Marcos Inc dba CenturyLink	7/15/2020	223	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
49 C 181-155	Charleston Water System	6/2/2020	118	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
50 C 181-231	Charlotte Outlets, LLC	7/14/2020	37,318	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
51 C 181-54	Chinos Holdings Inc	5/14/2020	5,500	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
52 C 181-23	Chris Boals Artists Inc	5/8/2020	7,828	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
53 C 181-85	Christina Nasso	5/19/2020	1,400	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
54 C 181-204	Christine Fontaine	7/6/2020	-	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
55 C 181-211	City of Austin dba Austin Energy	7/9/2020	1,683	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
56 C 181-328	City of Lynchburg Billings and Collections	7/29/2020	15,149	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
57 C 181-327	City of Miami Beach, Florida	7/28/2020	336	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
58 C 181-318	CL&P dba Eversource	7/16/2020	13,159	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
59 C 181-131	Class Action Administration LLC	6/9/2020	18,216	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
60 C 181-169	Cocobelle	6/22/2020	3,406	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
61 C 181-170	Cocobelle	6/22/2020	3,752	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
62 C 181-233	Coconut Point Town Center, LLC	7/14/2020	36,984	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
63 C 181-221	Collier County Tax Collector	6/29/2020	5,174	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.

CHINOS HOLDINGS, INC., et al.

FIRST OMNIBUS OBJECTION: EXHIBIT A - WRONG DEBTOR CLAIMS

CLAIMS TO BE RECLASSIFIED	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR	RECLASSIFIED CASE NUMBER	RECLASSIFIED DEBTOR
64 C 181-235	Colorado Mills Mall Limited Partnership	7/14/2020	20,116	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
65 C 181-288	Columbus Outlets LLC	7/14/2020	87,277	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
66 C 181-154	Connecticut Natural Gas Corporation	5/29/2020	399	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
67 C 181-177	CONSOLIDATED EDISON COMPANY OF NEW YORK INC.	6/26/2020	6,489	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
68 C 181-179	CONSOLIDATED EDISON COMPANY OF NEW YORK INC.	6/26/2020	5,123	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
69 C 181-180	CONSOLIDATED EDISON COMPANY OF NEW YORK INC.	6/26/2020	11,879	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
70 C 192-2	Converse Inc.	7/13/2020	20,948	20-32192 (KLP)	J. Crew Brand Holdings, LLC	20-32186 (KLP)	J. Crew Operating Corp.
71 C 181-280	COROC/Hilton Head I, Inc	7/14/2020	78,847	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
72 C 181-258	Coroc/Lakes Region LLC	7/14/2020	45,526	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
73 C 181-286	COROC/Myrtle Beach LLC	7/14/2020	51,253	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
74 C 181-270	Coroc/Rehoboth III LLC	7/14/2020	70,396	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
75 C 181-132	Cosmic Gear Ltd	6/9/2020	12,638,874	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
76 C 181-104	County Of San Bernardino	5/29/2020	5,620	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
77 C 181-201	CSC, a DXC Technology Co	7/7/2020	65,313	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
78 C 181-299	D and J International Limited	7/15/2020	3,260,938	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
79 C 181-68	D And J International Ltd	5/15/2020	3,111,793	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
80 C 181-293	Dadeland Cleaners LLC	7/14/2020	569	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
81 C 181-176	Daneson Ltd.	6/26/2020	675	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
82 C 181-5	Daniel J Winkworth	5/6/2020	172,463	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
83 C 181-136	Daniel Snyder	6/11/2020	11,126	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
84 C 181-238	Del Amo Fashion Center Operating Company	7/14/2020	12,871	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
85 C 181-239	Del Amo Fashion Center Operating Company	7/14/2020	8,962	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
86 C 181-297	DH FTN Co Ltd	7/15/2020	609,612	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
87 C 181-86	Dh Ftn Co Ltd	5/20/2020	1,828,837	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
88 C 181-58	Diana Pantic Inc	5/15/2020	709	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
89 C 181-59	Diana Pantic Inc	5/15/2020	750	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
90 C 181-60	Diana Pantic Inc	5/15/2020	3,985	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
91 C 181-61	Diana Pantic Inc	5/15/2020	750	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
92 C 181-62	Diana Pantic Inc	5/15/2020	766	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
93 C 181-63	Diana Pantic Inc	5/15/2020	2,250	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.

CHINOS HOLDINGS, INC., et al.

FIRST OMNIBUS OBJECTION: EXHIBIT A - WRONG DEBTOR CLAIMS

CLAIMS TO BE RECLASSIFIED	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR	RECLASSIFIED CASE NUMBER	RECLASSIFIED DEBTOR
94 C 181-64	Diana Pantic Inc	5/15/2020	750	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
95 C 181-65	Diana Pantic Inc	5/15/2020	1,438	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
96 C 181-66	Diana Pantic Inc	5/15/2020	750	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
97 C 181-128	Duggal Visual Solutions, Inc	6/9/2020	25,332	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
98 C 181-260	East Coast West Coast Logistics LLC	7/14/2020	341,841	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
99 C 181-196	Elsbeth Maple Driver	7/3/2020	14,146	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
100 C 181-304	Embarq Florida Inc - FL Panhandle	7/15/2020	62	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.

Grand Total

\$ 24,085,254

Exhibit B

Proposed Order

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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 GRANTING DEBTORS’ FIRST OMNIBUS OBJECTION
 TO CLAIMS (RECLASSIFICATION OF WRONG DEBTOR CLAIMS)**

Upon the omnibus objection (the “**Objection**”)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**”), pursuant to section 502(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), Bankruptcy Rule 3007(d) of the Federal Rules of Bankruptcy Procedure

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 Objection.

(the “**Bankruptcy Rules**”), and Rule 3007-1 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 reclassifying the Wrong Debtor Claims, all as more fully set forth in the Objection; and the Court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) 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 Objection 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 Objection having been provided in accordance with the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 109], and it appearing that no other or further notice need be provided; and the Court having a hearing to consider the relief requested in the Objection; and upon the record of the hearing on the Objection and all of the proceedings had before this Court; and all objections to the Objection having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Objection is granted.
2. The provisions of Bankruptcy Rule 3007 and Local Bankruptcy Rule 3007-1 are hereby waived, to the extent applicable.
3. Pursuant to section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, each Wrong Debtor Claim listed on **Exhibit 1** attached hereto under the heading “*Claims to*

Be Reclassified” is reclassified as a claim asserted against the Debtor or Debtors listed under the heading “*Reclassified Debtor*”.

4. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to any Wrong Debtor Claim referenced or identified in the Objection, including claims that are not listed on **Exhibit 1** attached hereto.

5. The Debtors, the Debtors’ claims and noticing agent, Omni Agent Solutions, and the Clerk of this Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The Debtors have the right to object in the future to any of the proofs of claim listed in the Objection on any ground, and to amend, modify, or supplement the Objection to the extent an Objection to a claim is not granted.

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

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

Dated: _____, 2020
Richmond, Virginia

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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

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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

Exhibit 1

Schedule of Wrong Debtor Claims