

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

**NOTICE OF HEARING ON DEBTORS' SECOND 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’ Second 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**

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

**DEBTORS' SECOND 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**”):

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

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.

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.

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.

§ 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 the 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.

SECOND 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 181-123	Epstein Becker & Green Pc	6/8/2020	69,770	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
2	C 181-14	Fair Haven Consulting Inc	5/7/2020	13,664	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
3	C 181-185	Fair Haven Consulting Inc	6/25/2020	13,664	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
4	C 181-240	Fashion Centre Mall, LLC	7/14/2020	86,137	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
5	C 181-283	Fashion Outlet at Foxwoods LLC	7/14/2020	7,456	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
6	C 181-241	Fashion Valley Mall, LLC	7/14/2020	185,889	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
7	C 181-79	Frontier Communications	5/18/2020	441	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
8	C 181-281	FSH Associates LP	7/14/2020	31,344	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
9	C 181-325	Fulton County Tax Commissioner	7/27/2020	67,844	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
10	C 181-114	Futurite International Co Ltd	6/3/2020	192,047	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
11	C 181-279	Galveston Outlets LLC	7/14/2020	350	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
12	C 181-37	Gayle Spannaus	5/11/2020	1,512,624	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
13	C 181-183	General Information Services Inc	6/18/2020	38,058	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
14	C 181-243	Grapevine Mills Mall Limited Partnership	7/14/2020	31,405	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
15	C 181-202	Green Mountain Power	7/6/2020	1,955	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
16	C 181-111	Greenline Distribution, Inc.	6/2/2020	7,564	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
17	C 181-307	Gulf Telephone Company dba CenturyLink	7/15/2020	399	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
18	C 181-310	Hartford Life and Accident Insurance Company	7/15/2020	-	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
19	C 181-314	Hartford Life and Accident Insurance Company	7/15/2020	-	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
20	C 181-244	HG Galleria LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
21	C 181-133	Hip Sing China Industrial Ltd	6/9/2020	29,362	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
22	C 181-194	Hour Media LLC	6/29/2020	4,233	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
23	C 181-182	I Can Fix It For You	6/18/2020	6,950	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
24	C 181-105	I Stole My Boyfriends Shirt	6/1/2020	100,008	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
25	C 181-191	Indian River County Tax Collector	6/11/2020	1,723	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
26	C 181-73	Iris Taborsky-Tasa LLC	5/18/2020	4,167	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.
27	C 181-171	J Crew Factory	6/22/2020	2,000	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
28	C 181-323	Jackson EMC	7/3/2020	733	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
29	C 181-103	Jason Markk Inc	5/29/2020	11,055	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
30	C 181-216	Jersey Central Power & Light	7/10/2020	1,236	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
31	C 181-102	John Mini Distinctive Landscapes Ltd	5/29/2020	12,191	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
32	C 181-298	Joseph Wahba	7/15/2020	3,605	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
33	C 181-189	KAANAS LLC	6/30/2020	6,199	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.

CHINOS HOLDINGS, INC., et al.

SECOND 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
34	C 181-117	Katsu New York LLC	6/4/2020	539,959	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
35	C 181-178	Kelly Larkin	6/26/2020	5,000	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
36	C 181-165	Knights Tailoring LLC	6/18/2020	1,160	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
37	C 181-41	Kollektiv Management LLC	5/11/2020	4,800	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
38	C 181-209	Lafayette Utilities System	6/2/2020	2,113	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
39	C 181-187	Lai Tak Enterprises Limited	6/30/2020	14,316	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
40	C 181-138	Les Gamins	6/11/2020	656	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
41	C 181-144	Les Gamins	6/15/2020	2,305	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
42	C 181-87	Lightstat Inc	5/21/2020	7,261	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
43	C 181-93	Lightstat Inc	5/22/2020	45	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
44	C 181-94	Lightstat Inc	5/22/2020	666	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
45	C 181-301	Loeffler Randall Inc	7/15/2020	50,230	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
46	C 181-159	Mabo Clothier	6/16/2020	7,802	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
47	C 181-71	Made Modern Holding, LLC	5/18/2020	17,715	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP) J. Crew Inc.
48	C 181-236	Mall at Concord Mills Limited Partnership	7/14/2020	25,443	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
49	C 181-246	Mall at Katy Mills, LP	7/14/2020	90,049	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
50	C 181-248	Mall at Northshore LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
51	C 181-247	Mall at Rockingham, LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
52	C 181-252	Mall at Smith Haven LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
53	C 181-292	Mark Edward Inc	7/14/2020	5,760	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
54	C 181-229	Mayflower Cape Cod, LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP) J. Crew Group, Inc.
55	C 181-206	Mishawaka Utilities	7/8/2020	61	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP) Grace Holmes, Inc.
56	C 181-302	Nancy Dickerson-Massenburg	7/15/2020	63,200	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
57	C 181-319	Nancy Dickerson-Massenburg	7/17/2020	63,200	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
58	C 181-220	National Fuel Gas Distribution Corporation	7/13/2020	161	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP) H.F.D. No. 55, Inc.
59	C 181-192	National Grid	6/18/2020	5,640	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
60	C 181-174	New York Embroidery Studio	6/24/2020	4,373	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
61	C 181-53	Newton Distributing Company, Inc	5/14/2020	920	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
62	C 181-296	Next Management LLC	7/15/2020	161,236	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
63	C 181-118	Noa Brands America Inc	6/4/2020	79,300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
64	C 181-130	Northern Indiana Public Services Company	6/9/2020	2,153	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
65	C 181-122	NP CREATION	6/8/2020	157,464	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP) J. Crew Inc.
66	C 181-195	NP Creation	6/29/2020	157,464	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP) Grace Holmes, Inc.
67	C 181-316	NSTAR DBA EVERSOURCE	7/16/2020	3,134	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.
68	C 181-157	Nstar Electric Company	6/3/2020	13,162	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP) Madewell Inc.
69	C 181-161	Nstar Gas Company	6/3/2020	656	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP) Grace Holmes, Inc.
70	C 181-225	ODY Accessories Inc	7/14/2020	663,720	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP) J. Crew Operating Corp.

CHINOS HOLDINGS, INC., et al.

SECOND 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
71 C 181-249	Ontario Mills Limited Partnership	7/14/2020	33,882	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
72 C 181-268	Outlet Mall of Savannah LLC	7/14/2020	15,372	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
73 C 181-1	Patricia Nugent Textiles	5/6/2020	6,805	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
74 C 181-203	Peoples Natural Gas Company LLC	7/7/2020	83	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
75 C 181-110	Pepco	5/14/2020	2,877	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
76 C 181-134	Piedmont Natural Gas	6/10/2020	232	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
77 C 181-230	Pomeroy Technologies LLC	7/13/2020	166,703	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
78 C 181-148	Ppl Electric Utilities	6/15/2020	1,922	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
79 C 181-35	Pr Newswire Assoc.Llc	5/11/2020	29,531	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
80 C 181-321	PSE&G	7/21/2020	3,437	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
81 C 181-49	Pseg Li	5/13/2020	13,744	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
82 C 181-317	PSNH dba Eversource	7/16/2020	1,003	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
83 C 181-19	Purgo Jewelry Hk Co Ltd	5/8/2020	616,958	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
84 C 181-223	Questar Gas Company dba Dominion Energy UT	6/30/2020	109	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
85 C 181-303	Qwest Corporation dba CenturyLink QC	7/15/2020	1,501	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
86 C 181-226	R.K. Industries IV	7/14/2020	7,535,924	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
87 C 181-269	Retail Logistics LLC	7/14/2020	32,309	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
88 C 181-173	Rhone Apparel Inc	6/23/2020	15,888	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
89 C 181-186	Riches Galore Ltd	6/25/2020	3,358,142	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
90 C 181-56	Riches Galore Ltd	5/14/2020	3,358,142	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
91 C 181-99	Rio Apparel Hk Ltd	5/28/2020	2,970,949	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
92 C 181-16	Roger Cabello	5/7/2020	3,575	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
93 C 181-199	RSM Maintenance LLC	7/6/2020	55,732	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
94 C 181-108	Rudy L Hawkins Electrical Contractor Inc	5/21/2020	3,486	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
95 C 181-245	SA Galleria, LLC	7/14/2020	121,333	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
96 C 181-162	Safety-Kleen/Clean Harbors	6/10/2020	6,036	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
97 C 181-193	Safety-Kleen/Clean Harbors	6/16/2020	6,036	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
98 C 181-237	SDG Dadeland Associates Inc	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
99 C 181-129	Sea Star Beachwear	6/9/2020	6,611	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.

Grand Total

\$ 22,965,320

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’ SECOND 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