

**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**

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

**NOTICE OF HEARING ON DEBTORS' THIRD 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’ Third 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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CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR
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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’ THIRD 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.

THIRD 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 181-172	Seavees Inc	6/23/2020	17,102	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
2 C 181-213	Seavees Inc	7/10/2020	42,023	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
3 C 181-261	Shops at Mission Viejo LLC	7/14/2020	98,829	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
4 C 181-264	Shops at Mission Viejo LLC	7/14/2020	96,695	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
5 C 181-257	Shops at St. Johns, LLC	7/14/2020	37,678	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
6 C 181-250	Silver Sands GL I, LLC	7/14/2020	169,244	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
7 C 181-251	Silver Sands GL I, LLC	7/14/2020	36,850	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
8 C 181-217	Simon Property Group, Inc.	7/13/2020	6,429,137	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
9 C 181-218	Simon Property Group, Inc.	7/13/2020	194,252	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
10 C 181-219	Simon Property Group, Inc.	7/13/2020	2,694,247	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
11 C 181-232	Simon/Clarksburg Development, LLC	7/14/2020	35,865	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
12 C 181-242	Simon/PREIT Gloucester Development LLC	7/14/2020	43,230	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
13 C 181-46	Skillnet Solutions Inc	5/12/2020	350,505	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
14 C 181-149	Smiling Button	6/15/2020	2,937	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
15 C 181-96	Socialchorus, Inc.	5/22/2020	184,800	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
16 C 181-80	Sokol Packaging Group Inc	5/18/2020	159,399	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
17 C 181-324	Solium Capital LLC	7/24/2020	14,810	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
18 C 181-153	Southern Connecticut Gas Company	6/2/2020	415	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
19 C 181-100	Southern Elevator Company, Inc.	5/28/2020	3,362	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
20 C 181-124	Spectrum	6/8/2020	274	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
21 C 181-125	Spectrum	6/8/2020	281	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
22 C 181-126	Spectrum	6/8/2020	322	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
23 C 181-320	Spectrum	7/20/2020	771	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
24 C 181-254	SPG Center LLC	7/14/2020	354,671	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
25 C 181-255	SPG Center LLC	7/14/2020	174,372	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
26 C 181-253	St Louis Premium Outlets LLC	7/14/2020	4,461	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
27 C 181-184	State of Missouri Unclaimed Property Division	6/25/2020	29,432	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
28 C 181-259	STJTC II, LLC	7/14/2020	29,434	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
29 C 181-256	Stoneridge Properties, LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
30 C 181-212	Suy Co.	7/10/2020	5,255,856	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
31 C 181-36	Szsix Consulting Inc.	5/11/2020	7,150	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
32 C 181-113	Tai Shingtex (Hong Kong) Company Limited	6/2/2020	241,213	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.

CHINOS HOLDINGS, INC., et al.

THIRD 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
33 C 181-52	Talisman Ltd	5/13/2020	26,373	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
34 C 181-289	Tanger Charleston LLC	7/14/2020	78,729	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
35 C 181-284	Tanger Daytona LLC	7/14/2020	50,373	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
36 C 181-282	Tanger Grand Rapids LLC	7/14/2020	74,242	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
37 C 181-287	Tanger Jeffersonville LLC	7/14/2020	158	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
38 C 181-271	Tanger National Harbor LLC	7/14/2020	54,471	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
39 C 181-277	Tanger Outlets Deer Park LLC	7/14/2020	13,222	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
40 C 181-278	Tanger Outlets Deer Park LLC	7/14/2020	59,822	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
41 C 181-262	Tanger Properties Limited Partnership	7/14/2020	69,015	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
42 C 181-263	Tanger Properties Limited Partnership	7/14/2020	199,958	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
43 C 181-265	Tanger Properties Limited Partnership	7/14/2020	81,985	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
44 C 181-272	Tanger Properties Limited Partnership	7/14/2020	51,778	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
45 C 181-273	Tanger Properties Limited Partnership	7/14/2020	72,511	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
46 C 181-274	Tanger Properties Limited Partnership	7/14/2020	59,757	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
47 C 181-275	Tanger Properties Limited Partnership	7/14/2020	131,393	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
48 C 181-276	Tanger Properties Limited Partnership	7/14/2020	15,748	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
49 C 181-166	Teamcraft Roofing Inc	6/12/2020	7,263	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
50 C 181-156	Tfp1 Inc DbA Total Fire Protection	6/3/2020	3,395	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
51 C 181-313	TFP1 Inc dba Total Fire Protection	7/15/2020	3,395	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
52 C 181-188	The City and County of Denver - Manager of Finance	6/30/2020	3,143	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
53 C 181-91	The County Of Hays, Texas	5/20/2020	2,029	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
54 C 181-88	The County Of Williamson Texas	5/20/2020	4,037	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
55 C 181-92	The County Of Williamson, Texas	5/20/2020	4,037	20-32181 (KLP)	Chinos Holdings, Inc.	20-32188 (KLP)	H.F.D. No. 55, Inc.
56 C 181-97	The Lions Model Management LLC	5/26/2020	25,947	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.

CHINOS HOLDINGS, INC., et al.

THIRD 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
57 C 181-90	Tien-Hu Trading (Hong Kong) Ltd. Joerg Kornblum	5/22/2020	5,939,696	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
58 C 181-147	Tribe Alive	6/15/2020	5,659	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
59 C 181-150	Tribe Alive LLC	6/15/2020	24,305	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
60 C 181-151	Tribe Alive LLC	6/15/2020	25,398	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
61 C 181-152	Tribe Alive LLC	6/15/2020	14,071	20-32181 (KLP)	Chinos Holdings, Inc.	20-32191 (KLP)	Madewell Inc.
62 C 181-160	Tucson Premium Outlets, LLC	6/16/2020	200	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
63 C 181-76	Tuesdee Reber	5/18/2020	72,538	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
64 C 181-266	Twin Cities Outlets Eagan, LLC	7/14/2020	32,715	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
65 C 181-285	TWMB	7/14/2020	54,734	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
66 C 181-300	United Parcel Service Inc and its affiliated entities	7/15/2020	2,706,003	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
67 C 181-224	Unitil	7/1/2020	139	20-32181 (KLP)	Chinos Holdings, Inc.	20-32187 (KLP)	Grace Holmes, Inc.
68 C 181-315	Waste Management Inc	7/14/2020	3,583	20-32181 (KLP)	Chinos Holdings, Inc.	20-32186 (KLP)	J. Crew Operating Corp.
69 C 181-107	Werres Corporation	5/20/2020	3,302	20-32181 (KLP)	Chinos Holdings, Inc.	20-32180 (KLP)	J. Crew Virginia, Inc.
70 C 181-267	West Town Mall LLC	7/14/2020	300	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
71 C 181-13	Work Hard Media, Inc	5/7/2020	5,375	20-32181 (KLP)	Chinos Holdings, Inc.	20-32185 (KLP)	J. Crew Group, Inc.
72 C 181-83	Yolande Gagnier Inc	5/9/2020	5,525	20-32181 (KLP)	Chinos Holdings, Inc.	20-32189 (KLP)	J. Crew Inc.

Grand Total

\$ 26,696,244

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’ THIRD 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

HUNTON ANDREWS KURTH LLP

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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