

THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE 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' FOURTH
 OMNIBUS OBJECTION TO CLAIMS (DUPLICATIVE 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’ Fourth 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 disallowing and expunging the duplicative claims listed on **Exhibit A** annexed to the Objection, under the heading “*Claims to Be Disallowed*” (collectively, the “**Duplicative 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/vJlSfuyrrj8tGoZUAPmaSMQoBo6B03ti1hU>

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' FOURTH OMNIBUS
 OBJECTION TO CLAIMS (DUPLICATE 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 expunging and disallowing the duplicative claims listed on **Exhibit A** annexed hereto, under the heading “*Claims to Be Disallowed*” (collectively, the “**Duplicate Claims**”).

2. The Debtors have examined the proofs of claim identified on **Exhibit A** and their respective books and records and have determined that the Duplicative Claims listed under the heading “*Claims to Be Disallowed*” are duplicative of at least one corresponding claim identified under the heading “*Surviving Claims*” (the “**Surviving Claims**”) on **Exhibit A**. The Debtors have determined that the Duplicative Claims are duplicative of the applicable Surviving Claim because the Duplicative Claim asserts the same liability arising from identical bases against multiple Debtors that can only be properly asserted, if at all, against one Debtor, and in particular, the Debtor listed in the Surviving Claims. To ensure that the claims register is accurate and to avoid the possibility of multiple recoveries on account of the same liability, the Debtors, therefore, request that the Duplicate Claims be disallowed and expunged. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the “**Proposed Order**”).

3. This Objection does not affect any of the Surviving Claims and does not constitute an admission or acknowledgement by the Debtors that any such claims should be allowed and the Debtors reserve all rights to object to any of the Surviving Claims.

4. 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

5. 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

6. 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.

7. 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].

8. 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.

9. 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

10. 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.

11. In reviewing the claims filed on the claims register in these cases and maintained by the Court-appointed claims agent, the Debtors have determined that each Duplicate Claim is duplicative of the corresponding Surviving Claim. Specifically, the Debtors have determined that the Duplicative Claims are duplicative of the applicable Surviving Claim because the Duplicative Claim asserts the same liability arising from identical bases against multiple Debtors that can only be properly asserted, if at all, against one Debtor, and in particular, the Debtor listed in the Surviving Claims. If the Duplicate Claims are not disallowed, the claimants may obtain a double recovery for the same alleged liability.

12. To ensure that the claims register is accurate and to avoid the possibility of multiple recoveries on account of the same alleged liability, the Debtors seek entry of the Proposed Order disallowing and expunging in their entirety the Duplicative Claims from the claims register.

Relief Requested Should Be Granted

13. 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).

14. For the reasons set forth in this Objection, the Court should disallow and expunge each Duplicative Claim identified on **Exhibit A**.

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 Duplicative 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 Duplicative Claims

CHINOS HOLDINGS, INC., et al.

FOURTH OMNIBUS OBJECTION: EXHIBIT A - DUPLICATIVE CLAIMS

CLAIMS TO BE DISALLOWED							SURVIVING CLAIMS					
CLAIM NO.	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR		CLAIM NO.	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR
1	C 191-172	Analysis Group Inc	7/14/2020	231,873	20-32191 (KLP)	Madewell Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
2	C 182-6	Analysis Group, Inc.	7/14/2020	231,873	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
3	C 184-3	Analysis Group, Inc.	7/14/2020	231,873	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
4	C 187-90	Analysis Group, Inc.	7/14/2020	231,873	20-32187 (KLP)	Grace Holmes, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
5	C 188-80	Analysis Group, Inc.	7/14/2020	231,873	20-32188 (KLP)	H.F.D. No. 55, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
6	C 192-3	Analysis Group, Inc.	7/14/2020	231,873	20-32192 (KLP)	J. Crew Brand Holdings, LLC	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
7	C 193-5	Analysis Group, Inc.	7/14/2020	231,873	20-32193 (KLP)	J. Crew Brand Intermediate, LLC	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
8	C 194-5	Analysis Group, Inc.	7/14/2020	231,873	20-32194 (KLP)	J. Crew Brand, LLC	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
9	C 196-7	Analysis Group, Inc.	7/14/2020	231,873	20-32196 (KLP)	J. Crew Domestic Brand, LLC	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
10	C 185-387	Analysis Group, Inc.	7/14/2020	231,873	20-32185 (KLP)	J. Crew Group, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
11	C 189-105	Analysis Group, Inc.	7/14/2020	231,873	20-32189 (KLP)	J. Crew Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
12	C 190-4	Analysis Group, Inc.	7/14/2020	231,873	20-32190 (KLP)	J. Crew International, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
13	C 180-11	Analysis Group, Inc.	7/14/2020	231,873	20-32180 (KLP)	J. Crew Virginia, Inc.	C 186-232	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.
14	C 181-295	Morrison Cohen LLP	7/15/2020	169,954	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
15	C 182-9	Morrison Cohen LLP	7/15/2020	169,954	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
16	C 184-6	Morrison Cohen LLP	7/15/2020	169,954	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
17	C 183-5	Morrison Cohen LLP	7/15/2020	169,954	20-32183 (KLP)	Chinos Intermediate, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
18	C 187-106	Morrison Cohen LLP	7/15/2020	169,954	20-32187 (KLP)	Grace Holmes, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
19	C 188-86	Morrison Cohen LLP	7/15/2020	169,954	20-32188 (KLP)	H.F.D. No. 55, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
20	C 195-8	Morrison Cohen LLP	7/15/2020	169,954	20-32195 (KLP)	J. Crew Brand Corp.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
21	C 192-7	Morrison Cohen LLP	7/15/2020	169,954	20-32192 (KLP)	J. Crew Brand Holdings, LLC	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
22	C 193-8	Morrison Cohen LLP	7/15/2020	169,954	20-32193 (KLP)	J. Crew Brand Intermediate, LLC	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
23	C 194-8	Morrison Cohen LLP	7/15/2020	169,954	20-32194 (KLP)	J. Crew Brand, LLC	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
24	C 196-10	Morrison Cohen LLP	7/15/2020	169,954	20-32196 (KLP)	J. Crew Domestic Brand, LLC	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
25	C 189-113	Morrison Cohen LLP	7/15/2020	169,954	20-32189 (KLP)	J. Crew Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
26	C 197-7	Morrison Cohen LLP	7/15/2020	169,954	20-32197 (KLP)	J. Crew International Brand, LLC	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
27	C 190-7	Morrison Cohen LLP	7/15/2020	169,954	20-32190 (KLP)	J. Crew International, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
28	C 186-248	Morrison Cohen LLP	7/15/2020	169,954	20-32186 (KLP)	J. Crew Operating Corp.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
29	C 180-15	Morrison Cohen LLP	7/15/2020	169,954	20-32180 (KLP)	J. Crew Virginia, Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
30	C 191-192	Morrison Cohen LLP	7/15/2020	169,954	20-32191 (KLP)	Madewell Inc.	C 185-412	Morrison Cohen LLP	7/15/2020	169,954	20-32185 (KLP)	J. Crew Group, Inc.
31	C 182-5	Paqueta Calcados LTDA	7/14/2020	823,953	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
32	C 184-2	Paqueta Calcados LTDA	7/14/2020	823,953	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
33	C 183-2	Paqueta Calcados LTDA	7/14/2020	823,953	20-32183 (KLP)	Chinos Intermediate, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
34	C 187-88	Paqueta Calcados LTDA	7/14/2020	823,953	20-32187 (KLP)	Grace Holmes, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
35	C 188-78	Paqueta Calcados LTDA	7/14/2020	823,953	20-32188 (KLP)	H.F.D. No. 55, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
36	C 195-9	Paqueta Calcados LTDA	7/15/2020	823,953	20-32195 (KLP)	J. Crew Brand Corp.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
37	C 192-4	Paqueta Calcados LTDA	7/14/2020	823,953	20-32192 (KLP)	J. Crew Brand Holdings, LLC	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
38	C 193-9	Paqueta Calcados LTDA	7/15/2020	823,953	20-32193 (KLP)	J. Crew Brand Intermediate, LLC	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
39	C 194-9	Paqueta Calcados LTDA	7/15/2020	823,953	20-32194 (KLP)	J. Crew Brand, LLC	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
40	C 196-11	Paqueta Calcados LTDA	7/15/2020	823,953	20-32196 (KLP)	J. Crew Domestic Brand, LLC	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
41	C 185-382	Paqueta Calcados LTDA	7/14/2020	823,953	20-32185 (KLP)	J. Crew Group, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
42	C 189-103	Paqueta Calcados LTDA	7/14/2020	823,953	20-32189 (KLP)	J. Crew Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
43	C 197-8	Paqueta Calcados LTDA	7/15/2020	823,953	20-32197 (KLP)	J. Crew International Brand, LLC	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
44	C 190-3	Paqueta Calcados LTDA	7/14/2020	823,953	20-32190 (KLP)	J. Crew International, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
45	C 180-12	Paqueta Calcados LTDA	7/14/2020	823,953	20-32180 (KLP)	J. Crew Virginia, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
46	C 191-176	Paqueta Calcados LTDA	7/14/2020	823,953	20-32191 (KLP)	Madewell Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
47	C 181-234	Paqueta Calcados, LTDA	7/14/2020	823,953	20-32181 (KLP)	Chinos Holdings, Inc.	C 186-227	Paqueta Calcados LTDA	7/14/2020	823,953	20-32186 (KLP)	J. Crew Operating Corp.
48	C 192-8	RetailMeNot, Inc.	7/15/2020	88,524	20-32192 (KLP)	J. Crew Brand Holdings, LLC	C 186-256	RetailMeNot Inc.	7/15/2020	88,524	20-32186 (KLP)	J. Crew Operating Corp.
49	C 181-198	W.W. Grainger Inc	7/6/2020	17,296	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
50	C 182-1	W.W. Grainger Inc	7/6/2020	17,296	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.

CHINOS HOLDINGS, INC., et al.

FOURTH OMNIBUS OBJECTION: EXHIBIT A - DUPLICATIVE CLAIMS

CLAIMS TO BE DISALLOWED							SURVIVING CLAIMS					
CLAIM NO.	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR		CLAIM NO.	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR
51	C 184-1	W.W. Grainger Inc	7/6/2020	17,296	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
52	C 183-1	W.W. Grainger Inc	7/6/2020	17,296	20-32183 (KLP)	Chinos Intermediate, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
53	C 187-45	W.W. Grainger Inc	7/6/2020	17,296	20-32187 (KLP)	Grace Holmes, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
54	C 188-52	W.W. Grainger Inc	7/6/2020	17,296	20-32188 (KLP)	H.F.D. No. 55, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
55	C 195-2	W.W. Grainger Inc	7/6/2020	17,296	20-32195 (KLP)	J. Crew Brand Corp.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
56	C 192-1	W.W. Grainger Inc	7/6/2020	17,296	20-32192 (KLP)	J. Crew Brand Holdings, LLC	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
57	C 193-1	W.W. Grainger Inc	7/6/2020	17,296	20-32193 (KLP)	J. Crew Brand Intermediate, LLC	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
58	C 194-1	W.W. Grainger Inc	7/6/2020	17,296	20-32194 (KLP)	J. Crew Brand, LLC	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
59	C 196-3	W.W. Grainger Inc	7/6/2020	17,296	20-32196 (KLP)	J. Crew Domestic Brand, LLC	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
60	C 189-75	W.W. Grainger Inc	7/6/2020	17,296	20-32189 (KLP)	J. Crew Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
61	C 197-1	W.W. Grainger Inc	7/6/2020	17,296	20-32197 (KLP)	J. Crew International Brand, LLC	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
62	C 190-1	W.W. Grainger Inc	7/6/2020	17,296	20-32190 (KLP)	J. Crew International, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
63	C 186-139	W.W. Grainger Inc	7/6/2020	17,296	20-32186 (KLP)	J. Crew Operating Corp.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
64	C 180-7	W.W. Grainger Inc	7/6/2020	17,296	20-32180 (KLP)	J. Crew Virginia, Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.
65	C 191-97	W.W. Grainger Inc	7/6/2020	17,296	20-32191 (KLP)	Madewell Inc.	C 185-262	W.W. Grainger Inc	7/6/2020	17,296	20-32185 (KLP)	J. Crew Group, Inc.

Grand Total

\$ 19,993,321

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' FOURTH
 OMNIBUS OBJECTION TO CLAIMS (DUPLICATIVE 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 expunging and disallowing the Duplicative 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 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 Duplicative Claim listed on **Exhibit 1** is disallowed and expunged.

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 Duplicative Claims 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 Duplicative Claims