

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

**NOTICE OF HEARING ON DEBTORS' FIFTH
OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY 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’ Fifth Omnibus Objection to Claims (No Liability Claims)* (the “**Objection**”) seeking entry of an order disallowing and expunging the claims listed on **Exhibit A** (collectively, the “**No Liability 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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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.

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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	

**DEBTORS' FIFTH OMNIBUS
 OBJECTION TO CLAIMS (NO LIABILITY 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 claims listed on **Exhibit A** (collectively, the “**No Liability Claims**”).

2. The Debtors have examined each No Liability Claim, their respective books and records, and any documentation provided with each such claim, and have determined that each No Liability Claim asserts a claim for which the specified Debtor has no liability. The specific reason for objecting to each No Liability Claim is set forth in the column entitled “*Reason for Proposed Disallowance*” on **Exhibit A** annexed hereto. 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. § 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. The Debtors have reviewed the No Liability Claims, all documents furnished by the claimants with respect to the No Liability Claims, and their books and records, and have determined that no amounts are due and owing on account of the No Liability Claims because each of the No Liability Claims either (a) asserts a claim for which the specified Debtor has no liability, or (b) asserts a claim that is not reflected on the Debtors' books and records and as to which the Debtors believe they have no liability. The specific reason for objecting to each No Liability Claim is set forth in the column entitled "*Reason for Proposed Disallowance*" on **Exhibit A** annexed hereto.

11. Therefore, the Debtors believe they do not owe any amounts asserted in the No Liability Claims and request that the Court disallow and expunge in their entirety the No Liability Claims. If the No Liability Claims are not disallowed and expunged, the potential exists for the claimants to receive recoveries to which they are not entitled, to the detriment of other stakeholders.

Relief Requested Should Be Granted

12. 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).

13. For the reasons set forth in this Objection, the Court should disallow and expunge the No Liability Claims identified on **Exhibit A**.

Rule 3007 Modifications

14. 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).

15. 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

16. 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 No Liability 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

17. 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

18. 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.

19. 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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Attorneys for Debtors and Debtors in Possession

Exhibit A

Schedule of No Liability Claims

CHINOS HOLDINGS, INC., et al.

FIFTH OMNIBUS OBJECTION: EXHIBIT A - NO LIABILITY CLAIMS

CLAIM NO.	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR	REASON FOR PROPOSED DISALLOWANCE
1	C 180-18 AIG Property Casualty Inc	7/15/2020	315,540	20-32180 (KLP)	J. Crew Virginia, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
2	C 181-291 Deloitte Tax	7/14/2020	4,468,004	20-32181 (KLP)	Chinos Holdings, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
3	C 181-294 Deloitte Consulting LLP	7/14/2020	24,174,327	20-32181 (KLP)	Chinos Holdings, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
4	C 181-308 AIG Property Casualty Inc	7/15/2020	315,540	20-32181 (KLP)	Chinos Holdings, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
5	C 181-322 Department of Treasury - Internal Revenue Service	7/21/2020	22,077,798	20-32181 (KLP)	Chinos Holdings, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
6	C 182-10 AIG Property Casualty Inc	7/15/2020	315,540	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
7	C 182-7 Deloitte Tax LLP	7/14/2020	4,468,004	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
8	C 182-8 Deloitte Consulting LLP	7/14/2020	24,174,327	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
9	C 183-3 Deloitte Tax LLP	7/14/2020	4,466,004	20-32183 (KLP)	Chinos Intermediate, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
10	C 183-4 Deloitte Consulting LLP	7/14/2020	24,174,327	20-32183 (KLP)	Chinos Intermediate, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
11	C 183-6 AIG Property Casualty Inc	7/15/2020	315,540	20-32183 (KLP)	Chinos Intermediate, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
12	C 184-4 Deloitte Tax LLP	7/14/2020	4,468,004	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
13	C 184-5 Deloitte Consulting LLP	7/14/2020	24,174,327	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
14	C 184-7 AIG Property Casualty Inc	7/15/2020	315,540	20-32184 (KLP)	Chinos Intermediate Holdings B, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
15	C 185-458 AIG Property Casualty Inc	7/15/2020	315,540	20-32185 (KLP)	J. Crew Group, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
16	C 186-260 AIG Property Casualty Inc	7/15/2020	315,540	20-32186 (KLP)	J. Crew Operating Corp.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
17	C 187-143 AIG Property Casualty Inc	7/15/2020	315,540	20-32187 (KLP)	Grace Holmes, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
18	C 188-107 AIG Property Casualty Inc	7/15/2020	315,540	20-32188 (KLP)	H.F.D. No. 55, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
19	C 189-124 AIG Property Casualty Inc	7/15/2020	315,540	20-32189 (KLP)	J. Crew Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
20	C 190-10 AIG Property Casualty Inc	7/15/2020	315,540	20-32190 (KLP)	J. Crew International, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
21	C 191-227 AIG Property Casualty Inc	7/15/2020	315,540	20-32191 (KLP)	Madewell Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
22	C 192-5 Deloitte Tax LLP	7/14/2020	4,468,004	20-32192 (KLP)	J. Crew Brand Holdings, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.

CHINOS HOLDINGS, INC., et al.

FIFTH OMNIBUS OBJECTION: EXHIBIT A - NO LIABILITY CLAIMS

CLAIM NO.	CLAIMANT	DATE FILED	CLAIM AMOUNT	ASSERTED CASE NUMBER	DEBTOR	REASON FOR PROPOSED DISALLOWANCE	
23	C 192-6	Deloitte Consulting LLP	7/14/2020	24,174,327	20-32192 (KLP)	J. Crew Brand Holdings, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
24	C 192-9	AIG Property Casualty Inc	7/15/2020	315,540	20-32192 (KLP)	J. Crew Brand Holdings, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
25	C 193-11	AIG Property Casualty, Inc.	7/15/2020	315,540	20-32193 (KLP)	J. Crew Brand Intermediate, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
26	C 194-11	AIG Property Casualty, Inc.	7/15/2020	315,540	20-32194 (KLP)	J. Crew Brand, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
27	C 195-11	AIG Property Casualty, Inc.	7/15/2020	315,540	20-32195 (KLP)	J. Crew Brand Corp.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
28	C 196-13	AIG Property Casualty, Inc.	7/15/2020	315,540	20-32196 (KLP)	J. Crew Domestic Brand, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
29	C 197-10	AIG Property Casualty, Inc.	7/15/2020	315,540	20-32197 (KLP)	J. Crew International Brand, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
30	S36080	Ahmed Kamal	N/A	C/U/D	20-32181 (KLP)	Chinos Holdings, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
31	S36095	Eaton Vance Et Al	N/A	C/U/D	20-32192 (KLP)	J. Crew Brand Holdings, LLC	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
32	S36099	Eaton Vance Et Al	N/A	C/U/D	20-32182 (KLP)	Chinos Intermediate Holdings A, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.
33	S38262	United States Department of the Treasury	N/A	C/U/D	20-32181 (KLP)	Chinos Holdings, Inc.	Based on the Debtors' books and records, the Debtors do not believe the specified Debtor owes any liability to the claimant.

Grand Total

\$ 170,967,175

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**

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

**ORDER GRANTING DEBTORS’ FIFTH
 OMNIBUS OBJECTION TO CLAIMS (NO LIABILITY 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 No Liability 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 No Liability 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 No Liability 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 No Liability Claims