

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. 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.<sup>1</sup> : **(Jointly Administered)**  
:   
----- X

**NOTICE OF HEARING ON DEBTORS' SIXTH OMNIBUS  
OBJECTION TO CLAIMS (AMENDED AND SUPERSEDED CLAIMS)**

<sup>1</sup> 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chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ Sixth Omnibus Objection to Claims (Amended and Superseded)* (the “**Objection**”) seeking entry of an order disallowing and expunging the claims listed under the heading “*Claims to Be Disallowed*” on **Exhibit A** attached thereto on the grounds that each of the claims have been amended and superseded by one or more subsequently filed proof(s) of claim asserted against the Debtors in these chapter 11 cases (the “**Amended and Superseded Claims**”).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”),<sup>2</sup> 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

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<sup>2</sup> 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	
<b>In re</b>	:	<b>Chapter 11</b>
<b>CHINOS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 20–32181 (KLP)</b>
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	x	

**DEBTORS' SIXTH OMNIBUS OBJECTION TO CLAIMS (AMENDED AND SUPERSEDED 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 disallowing and expunging the claims listed on **Exhibit A** attached hereto under the heading “*Claims to Be Disallowed*” (collectively, the “**Amended and Superseded Claims**”).

2. The Debtors have examined the Amended and Superseded Claims identified on **Exhibit A** in conjunction with the Debtors’ books and records and have determined in each case the Amended and Superseded Claims are amended and superseded by at least one subsequently filed corresponding claim identified under the heading “*Surviving Claims*” on **Exhibit A** (the “**Surviving Claims**”). A proposed form of order granting the relief requested herein is attached 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. The Debtors preserve their rights to later object on any basis to any Surviving Claim.

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.

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<sup>1</sup> 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

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. After review of the Amended and Superseded Claims, all documents furnished by the claimants with respect to the Amended and Superseded Claims, and the Debtors’ books and records, the Debtors or their advisors have determined that the Amended and Superseded Claims identified on **Exhibit A** have been amended and superseded by the subsequently filed corresponding Surviving Claim.

### **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. The Debtors and their professionals have reviewed the Amended and Superseded Claims, all documents furnished by the claimants with respect to the Amended and Superseded Claims, and the Debtors' books and records, and have determined that the Amended and Superseded Claims identified on **Exhibit A** have been amended and superseded by the subsequently filed corresponding Surviving Claim.

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

#### **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 Amended and Superseded 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 Amended and Superseded Claims**

CHINOS HOLDINGS, INC., et al.

SIXTH OMNIBUS OBJECTION: EXHIBIT A - AMENDED & SUPERSEDED 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 189-72	1-800-GOT-JUNK? Commercial Services	7/3/2020	57,334	20-32189 (KLP)	J. Crew Inc.	C 189-93	1-800-GOT-JUNK? Commercial Services (USA) LLC	7/9/2020	57,334	20-32189 (KLP)	J. Crew Inc.
2	C 187-57	91 Fifth Avenue Corp	7/9/2020	273,664	20-32187 (KLP)	Grace Holmes, Inc.	C 187-110	91 Fifth Avenue Corp.	7/15/2020	348,663	20-32187 (KLP)	Grace Holmes, Inc.
3	C 185-292	91 Fifth Avenue Corp	7/9/2020	273,664	20-32185 (KLP)	J. Crew Group, Inc.	C 185-430	91 Fifth Avenue Corp.	7/15/2020	348,663	20-32185 (KLP)	J. Crew Group, Inc.
4	C 186-5	Adriste (Hong Kong) Ltd	5/8/2020	145,005	20-32186 (KLP)	J. Crew Operating Corp.	C 186-10	Adriste (Hong Kong) Ltd	5/12/2020	145,995	20-32186 (KLP)	J. Crew Operating Corp.
5	C 186-229	Analysis Group, Inc.	7/14/2020	231,873	20-32186 (KLP)	J. Crew Operating Corp.	C 185-387	Analysis Group, Inc.	7/14/2020	231,873	20-32185 (KLP)	J. Crew Group, Inc.
6	C 189-104	Analysis Group Inc	7/14/2020	231,873	20-32189 (KLP)	J. Crew Inc.	C 185-387	Analysis Group, Inc.	7/14/2020	231,873	20-32185 (KLP)	J. Crew Group, Inc.
7	C 181-3	Apply Studio	5/6/2020	2,754	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-12	Apply Studio	5/7/2020	3,555	20-32181 (KLP)	Chinos Holdings, Inc.
8	C 181-21	Ashlee Margolis Inc, DbA The A List	5/8/2020	15,259	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-121	Ashlee Margolis Inc, DbA The A List	6/5/2020	35,259	20-32181 (KLP)	Chinos Holdings, Inc.
9	C 181-119	Ashlee Margolis Inc, DbA The A List	6/5/2020	35,259	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-121	Ashlee Margolis Inc, DbA The A List	6/5/2020	35,259	20-32181 (KLP)	Chinos Holdings, Inc.
10	C 181-22	Ashlee Margolis Inc, DbA The A List	5/8/2020	44,500	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-120	Ashlee Margolis Inc, DbA The A List	6/5/2020	49,500	20-32181 (KLP)	Chinos Holdings, Inc.
11	C 180-1	Bee Line Transport Inc	6/8/2020	16,600	20-32180 (KLP)	J. Crew Virginia, Inc.	C 180-20	Bee Line Transport, Inc.	7/24/2020	26,600	20-32180 (KLP)	J. Crew Virginia, Inc.
12	C 188-37	Bluegrass Outlet Shoppes CMBS LLC	6/25/2020	36,114	20-32188 (KLP)	H.F.D. No. 55, Inc.	C 188-64	Bluegrass Outlet Shoppes CMBS, LLC	7/9/2020	54,651	20-32188 (KLP)	H.F.D. No. 55, Inc.
13	C 181-135	Bokk Box LLC	6/10/2020	1,893	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-181	Bokk Box LLC	6/26/2020	1,893	20-32181 (KLP)	Chinos Holdings, Inc.
14	C 185-19	Bow Industrial Corp	5/10/2020	71,684	20-32185 (KLP)	J. Crew Group, Inc.	C 185-206	Bow Industrial Corp	6/21/2020	74,171	20-32185 (KLP)	J. Crew Group, Inc.
15	C 185-175	Bow Industrial Corp	6/10/2020	71,684	20-32185 (KLP)	J. Crew Group, Inc.	C 185-206	Bow Industrial Corp	6/21/2020	74,171	20-32185 (KLP)	J. Crew Group, Inc.
16	C 191-52	Bryant Artists	6/2/2020	4,733	20-32191 (KLP)	Madewell Inc.	C 191-54	Bryant Artists	6/4/2020	4,733	20-32191 (KLP)	Madewell Inc.
17	C 191-3	Chimala Design Inc	5/7/2020	5,955	20-32191 (KLP)	Madewell Inc.	C 191-117	Chimala Design Inc	7/9/2020	7,095	20-32191 (KLP)	Madewell Inc.
18	C 191-89	Chinamine Trading Ltd	7/2/2020	1,132,355	20-32191 (KLP)	Madewell Inc.	C 191-108	Chinamine Trading Ltd	7/8/2020	1,132,355	20-32191 (KLP)	Madewell Inc.
19	C 186-64	Cma Cgm S.A.	6/18/2020	3,774	20-32186 (KLP)	J. Crew Operating Corp.	C 186-65	Cma Cgm S.A.	6/22/2020	3,774	20-32186 (KLP)	J. Crew Operating Corp.
20	C 181-168	Cocobelle	6/22/2020	7,158	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-169	Cocobelle	6/22/2020	3,406	20-32181 (KLP)	Chinos Holdings, Inc.
21	C 181-4	Corine Hardesty	5/6/2020	53,101	20-32181 (KLP)	Chinos Holdings, Inc.	C 187-2	Corine Hardesty	5/7/2020	53,101	20-32187 (KLP)	Grace Holmes, Inc.
22	C 181-200	CSC, a DXC Technology Co	7/7/2020	65,313	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-201	CSC, a DXC Technology Co	7/7/2020	65,313	20-32181 (KLP)	Chinos Holdings, Inc.
23	C 181-69	D And J International Ltd	5/15/2020	3,111,793	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-299	D and J International Limited	7/15/2020	3,260,938	20-32181 (KLP)	Chinos Holdings, Inc.
24	C 189-27	Dalian Moda Fashion Co Ltd	5/26/2020	-	20-32189 (KLP)	J. Crew Inc.	C 189-28	Dalian Moda Fashion Co Ltd	5/26/2020	618,223	20-32189 (KLP)	J. Crew Inc.
25	C 181-57	Diana Pantie Inc	5/15/2020	12,147	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-58	Diana Pantie Inc	5/15/2020	709	20-32181 (KLP)	Chinos Holdings, Inc.

CHINOS HOLDINGS, INC., et al.

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26	C 181-77	Elspeth Maple Driver	5/18/2020	14,146	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-196	Elspeth Maple Driver	7/3/2020	14,146	20-32181 (KLP)	Chinos Holdings, Inc.
27	C 186-16	Enkay Exports India Ltd	5/14/2020	75,689	20-32186 (KLP)	J. Crew Operating Corp.	C 186-48	Enkay Exports India Ltd	5/26/2020	138,048	20-32186 (KLP)	J. Crew Operating Corp.
28	C 185-73	Fortune Cathay Trading Limited	5/17/2020	1,738,590	20-32185 (KLP)	J. Crew Group, Inc.	C 185-199	Fortune Cathay Trading Limited	6/17/2020	1,738,590	20-32185 (KLP)	J. Crew Group, Inc.
29	C 185-11	Frog Company Ltd	5/7/2020	40,448	20-32185 (KLP)	J. Crew Group, Inc.	C 186-29	Frog Company Ltd	5/19/2020	28,095	20-32186 (KLP)	J. Crew Operating Corp.
30	C 186-22	Frog Company Ltd	5/18/2020	40,448	20-32186 (KLP)	J. Crew Operating Corp.	C 186-29	Frog Company Ltd	5/19/2020	28,095	20-32186 (KLP)	J. Crew Operating Corp.
31	C 185-303	Fung Yue Wool Spinning Company Limited	7/10/2020	2,032	20-32185 (KLP)	J. Crew Group, Inc.	C 185-333	Fung Yue Wool Spinning Company Limited	7/12/2020	2,032	20-32185 (KLP)	J. Crew Group, Inc.
32	C 191-18	G Hensler & Co	5/14/2020	33,334	20-32191 (KLP)	Madewell Inc.	C 191-62	G Hensler & Co	6/11/2020	33,334	20-32191 (KLP)	Madewell Inc.
33	C 186-6	Global One Headwear Ltd	5/10/2020	203,003	20-32186 (KLP)	J. Crew Operating Corp.	C 186-208	CAB assignee of Global One Headwear Limited	7/13/2020	298,400	20-32186 (KLP)	J. Crew Operating Corp.
34	C 186-67	Global One Headwear Ltd	6/22/2020	203,003	20-32186 (KLP)	J. Crew Operating Corp.	C 186-208	CAB assignee of Global One Headwear Limited	7/13/2020	298,400	20-32186 (KLP)	J. Crew Operating Corp.
35	C 181-78	Hirsch Creative Inc	5/18/2020	3,862	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-82	Hirsch Creative Inc	5/18/2020	3,862	20-32181 (KLP)	Chinos Holdings, Inc.
36	C 181-8	Hmr Jewelry Co, Ltd	5/7/2020	816,636	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-407	HMR Jewelry Co., Ltd	7/15/2020	625,854	20-32185 (KLP)	J. Crew Group, Inc.
37	C 181-18	Hmr Jewelry Co, Ltd	5/8/2020	816,636	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-407	HMR Jewelry Co., Ltd	7/15/2020	625,854	20-32185 (KLP)	J. Crew Group, Inc.
38	C 181-20	Hmr Jewelry Co, Ltd	5/8/2020	816,680	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-407	HMR Jewelry Co., Ltd	7/15/2020	625,854	20-32185 (KLP)	J. Crew Group, Inc.
39	C 185-295	Hmr Jewelry Co, Ltd	7/9/2020	670,765	20-32185 (KLP)	J. Crew Group, Inc.	C 185-407	HMR Jewelry Co., Ltd	7/15/2020	625,854	20-32185 (KLP)	J. Crew Group, Inc.
40	C 185-296	Hmr Jewelry Co, Ltd	7/9/2020	670,765	20-32185 (KLP)	J. Crew Group, Inc.	C 185-407	HMR Jewelry Co., Ltd	7/15/2020	625,854	20-32185 (KLP)	J. Crew Group, Inc.
41	C 185-173	Horizon Enterprise Ltd	6/9/2020	375	20-32185 (KLP)	J. Crew Group, Inc.	C 185-174	Horizon Enterprise Ltd	6/9/2020	375	20-32185 (KLP)	J. Crew Group, Inc.
42	C 181-72	Iris Taborsky-Tasa LLC	5/18/2020	4,167	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-73	Iris Taborsky-Tasa LLC	5/18/2020	4,167	20-32181 (KLP)	Chinos Holdings, Inc.
43	C 181-214	IST Management Services, Inc	7/10/2020	108,755	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-324	IST Management Services, Inc	7/10/2020	108,755	20-32185 (KLP)	J. Crew Group, Inc.
44	C 181-215	IST Management Services, Inc	7/10/2020	35,185	20-32181 (KLP)	Chinos Holdings, Inc.	C 191-120	IST Management Services, Inc	7/10/2020	35,185	20-32191 (KLP)	Madewell Inc.
45	C 185-265	J Crew Group Inc	7/7/2020	30,000	20-32185 (KLP)	J. Crew Group, Inc.	C 185-266	natific AG	7/7/2020	30,000	20-32185 (KLP)	J. Crew Group, Inc.
46	C 185-114	Kedrew Inc	5/22/2020	7,000	20-32185 (KLP)	J. Crew Group, Inc.	C 185-133	Kedrew Inc	5/26/2020	7,000	20-32185 (KLP)	J. Crew Group, Inc.
47	C 186-36	Knit Sources International Ltd	5/21/2020	1,039,795	20-32186 (KLP)	J. Crew Operating Corp.	C 186-37	Knit Sources International Ltd	5/21/2020	1,039,795	20-32186 (KLP)	J. Crew Operating Corp.
48	C 185-359	KNT Limited	7/14/2020	30,859	20-32185 (KLP)	J. Crew Group, Inc.	C 185-414	KNT Limited	7/15/2020	37,624	20-32185 (KLP)	J. Crew Group, Inc.
49	C 186-215	KNT Limited	7/14/2020	1,962,241	20-32186 (KLP)	J. Crew Operating Corp.	C 186-249	KNT Limited	7/15/2020	3,488,362	20-32186 (KLP)	J. Crew Operating Corp.
50	C 186-3	Kyung Won Trading Corporation	5/7/2020	895,077	20-32186 (KLP)	J. Crew Operating Corp.	C 186-40	Kyungwon Trading Corp	5/22/2020	616,292	20-32186 (KLP)	J. Crew Operating Corp.

CHINOS HOLDINGS, INC., et al.

SIXTH OMNIBUS OBJECTION: EXHIBIT A - AMENDED & SUPERSEDED 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 185-426	Lexmark International Inc.	7/15/2020	8,911	20-32185 (KLP)	J. Crew Group, Inc.	C 185-445	Lexmark International Inc.	7/15/2020	8,911	20-32185 (KLP)	J. Crew Group, Inc.
52	C 186-2	Lk Jewelry Co, Ltd	5/6/2020	115,913	20-32186 (KLP)	J. Crew Operating Corp.	C 185-204	Lk Jewelry Co, Ltd	6/19/2020	121,330	20-32185 (KLP)	J. Crew Group, Inc.
53	C 181-48	Lk Jewelry Co, Ltd	5/12/2020	115,913	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-204	Lk Jewelry Co, Ltd	6/19/2020	121,330	20-32185 (KLP)	J. Crew Group, Inc.
54	C 181-51	Lk Jewelry Co, Ltd	5/13/2020	110,371	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-204	Lk Jewelry Co, Ltd	6/19/2020	121,330	20-32185 (KLP)	J. Crew Group, Inc.
55	C 185-203	Lk Jewelry Co, Ltd	6/18/2020	121,330	20-32185 (KLP)	J. Crew Group, Inc.	C 185-204	Lk Jewelry Co, Ltd	6/19/2020	121,330	20-32185 (KLP)	J. Crew Group, Inc.
56	C 187-7	Los Angeles County Treasurer And Tax Collector	5/19/2020	42,606	20-32187 (KLP)	Grace Holmes, Inc.	C 187-8	Los Angeles County Treasurer And Tax Collector	5/19/2020	42,606	20-32187 (KLP)	Grace Holmes, Inc.
57	C 191-50	Mabel Dubuk	6/2/2020	3,778	20-32191 (KLP)	Madewell Inc.	C 191-51	Mabel Dubuk	6/2/2020	3,778	20-32191 (KLP)	Madewell Inc.
58	C 185-146	Mabel Dubuk	6/2/2020	1,492	20-32185 (KLP)	J. Crew Group, Inc.	C 185-148	Mabel Dubuk	6/2/2020	1,492	20-32185 (KLP)	J. Crew Group, Inc.
59	C 189-7	Mandarin Enterprises (Int'L) Co, Ltd	5/13/2020	29,835	20-32189 (KLP)	J. Crew Inc.	C 189-11	Mandarin Enterprises (Int'L) Co, Ltd	5/13/2020	29,835	20-32189 (KLP)	J. Crew Inc.
60	C 189-10	Mandarin Enterprises (Int'L) Co, Ltd	5/13/2020	29,835	20-32189 (KLP)	J. Crew Inc.	C 189-11	Mandarin Enterprises (Int'L) Co, Ltd	5/13/2020	29,835	20-32189 (KLP)	J. Crew Inc.
61	C 186-92	Memex Shoes SRL	6/29/2020	213,324	20-32186 (KLP)	J. Crew Operating Corp.	C 186-120	Memex Shoes SRL	7/2/2020	213,324	20-32186 (KLP)	J. Crew Operating Corp.
62	C 186-80	Merit Tat International Limited	6/26/2020	355,635	20-32186 (KLP)	J. Crew Operating Corp.	C 186-159	Merit Tat International Limited	7/7/2020	342,281	20-32186 (KLP)	J. Crew Operating Corp.
63	C 185-5	Michael DeMartini	5/6/2020	137,736	20-32185 (KLP)	J. Crew Group, Inc.	C 185-34	Michael DeMartini	5/12/2020	137,736	20-32185 (KLP)	J. Crew Group, Inc.
64	C 185-47	Minoa Jewelry Co Ltd	5/13/2020	16,816	20-32185 (KLP)	J. Crew Group, Inc.	C 186-54	Minoa Jewelry Co Ltd	6/8/2020	16,816	20-32186 (KLP)	J. Crew Operating Corp.
65	C 187-5	Mississippi Dept of Revenue	5/12/2020	-	20-32187 (KLP)	Grace Holmes, Inc.	C 187-26	Mississippi Dept of Revenue	6/17/2020	-	20-32187 (KLP)	Grace Holmes, Inc.
66	C 189-21	Mitsui Bussan I-Fashion Ltd	5/20/2020	606	20-32189 (KLP)	J. Crew Inc.	C 189-22	Mitsui Bussan I-Fashion Ltd	5/20/2020	828	20-32189 (KLP)	J. Crew Inc.
67	C 181-116	Nancy Dickerson-Massenburg	6/3/2020	63,200	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-302	Nancy Dickerson-Massenburg	7/15/2020	63,200	20-32181 (KLP)	Chinos Holdings, Inc.
68	C 185-46	New Tex Company Limited	5/13/2020	405,987	20-32185 (KLP)	J. Crew Group, Inc.	C 186-127	New Tex Company Limited	7/2/2020	402,750	20-32186 (KLP)	J. Crew Operating Corp.
69	C 181-43	Ody Accessories Inc	5/12/2020	621,497	20-32181 (KLP)	Chinos Holdings, Inc.	C 186-198	ODY Accessories Inc.	7/13/2020	663,720	20-32186 (KLP)	J. Crew Operating Corp.
70	C 186-126	Parawin Industries Ltd	7/2/2020	1,571,226	20-32186 (KLP)	J. Crew Operating Corp.	C 186-134	Parawin Industries Ltd	7/6/2020	1,571,226	20-32186 (KLP)	J. Crew Operating Corp.
71	C 185-329	Perlman & Perlman, LLP	7/10/2020	13,033	20-32185 (KLP)	J. Crew Group, Inc.	C 185-364	Perlman & Perlman, LLP	7/14/2020	13,033	20-32185 (KLP)	J. Crew Group, Inc.
72	C 181-9	Purgo Jewelry Hk Co Ltd	5/7/2020	616,958	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-19	Purgo Jewelry Hk Co Ltd	5/8/2020	616,958	20-32181 (KLP)	Chinos Holdings, Inc.
73	C 185-48	Qingdao Dream Classic Fashion Jewelry Co Ltd	5/14/2020	125,276	20-32185 (KLP)	J. Crew Group, Inc.	C 186-53	Qingdao Dream Classic Fashion Jewelry Co Ltd	6/7/2020	120,265	20-32186 (KLP)	J. Crew Operating Corp.
74	C 185-110	Qingdao Dream Classic Fashion Jewelry Co,Ltd.	5/22/2020	120,265	20-32185 (KLP)	J. Crew Group, Inc.	C 186-53	Qingdao Dream Classic Fashion Jewelry Co Ltd	6/7/2020	120,265	20-32186 (KLP)	J. Crew Operating Corp.
75	C 181-38	Qingdao Moda Jewelry Co Ltd	5/11/2020	197,969	20-32181 (KLP)	Chinos Holdings, Inc.	C 186-115	Qingdao Moda Jewelry Co Ltd	7/1/2020	201,299	20-32186 (KLP)	J. Crew Operating Corp.

CHINOS HOLDINGS, INC., et al.

SIXTH OMNIBUS OBJECTION: EXHIBIT A - AMENDED & SUPERSEDED 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	
76	C 181-55	Qingdao Seung Hyun Packing Co Ltd	5/14/2020	7,344	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-180	Qingdao Seung Hyun Packing Co Ltd	6/10/2020	7,344	20-32185 (KLP)	J. Crew Group, Inc.
77	C 181-45	R.K. Industries Iv	5/12/2020	6,132,592	20-32181 (KLP)	Chinos Holdings, Inc.	C 186-199	R.K. Industries IV	7/13/2020	7,535,924	20-32186 (KLP)	J. Crew Operating Corp.
78	C 185-67	Rewardstyle, Inc	5/15/2020	471,783	20-32185 (KLP)	J. Crew Group, Inc.	C 185-393	rewardStyle, Inc	7/14/2020	1,010,061	20-32185 (KLP)	J. Crew Group, Inc.
79	C 191-23	Rewardstyle, Inc	5/15/2020	172,731	20-32191 (KLP)	Madewell Inc.	C 191-178	rewardStyle Inc	7/14/2020	400,303	20-32191 (KLP)	Madewell Inc.
80	C 181-47	Riches Galore Ltd Uday Nair	5/12/2020	3,358,142	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-56	Riches Galore Ltd	5/14/2020	3,358,142	20-32181 (KLP)	Chinos Holdings, Inc.
81	C 186-131	RJR Assessoria Comercial Ltda	7/4/2020	102,985	20-32186 (KLP)	J. Crew Operating Corp.	C 186-137	RJR Assessoria Comercial Ltda	7/6/2020	102,985	20-32186 (KLP)	J. Crew Operating Corp.
82	C 181-89	Ruggles Sign	5/21/2020	47,790	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-137	Ruggles Sign	6/11/2020	10,179	20-32181 (KLP)	Chinos Holdings, Inc.
83	C 181-31	Sarah Laird Inc	5/11/2020	21,595	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-39	Sarah Laird Inc	5/13/2020	21,595	20-32185 (KLP)	J. Crew Group, Inc.
84	C 181-32	Sarah Laird Inc	5/11/2020	3,360	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-40	Sarah Laird Inc	5/13/2020	3,360	20-32185 (KLP)	J. Crew Group, Inc.
85	C 181-33	Sarah Laird Inc	5/11/2020	1,000	20-32181 (KLP)	Chinos Holdings, Inc.	C 191-12	Sarah Laird Inc	5/13/2020	1,000	20-32191 (KLP)	Madewell Inc.
86	C 181-34	Sarah Laird Inc	5/11/2020	1,000	20-32181 (KLP)	Chinos Holdings, Inc.	C 191-13	Sarah Laird Inc	5/13/2020	1,000	20-32191 (KLP)	Madewell Inc.
87	C 181-95	Sea Star Beachwear	5/22/2020	4,720	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-129	Sea Star Beachwear	6/9/2020	6,611	20-32181 (KLP)	Chinos Holdings, Inc.
88	C 185-63	Shinkong Textile Co Ltd	5/15/2020	24,336	20-32185 (KLP)	J. Crew Group, Inc.	C 185-263	Shinkong Textile Co Ltd	7/6/2020	4,148	20-32185 (KLP)	J. Crew Group, Inc.
89	C 191-22	Shinkong Textile Co Ltd	5/15/2020	3,159	20-32191 (KLP)	Madewell Inc.	C 191-99	Shinkong Textile Co Ltd	7/6/2020	3,159	20-32191 (KLP)	Madewell Inc.
90	C 181-139	Slam Truck And Trailer LLC	6/12/2020	4,650	20-32181 (KLP)	Chinos Holdings, Inc.	C 186-70	Slam Truck And Trailer LLC	6/23/2020	4,650	20-32186 (KLP)	J. Crew Operating Corp.
91	C 186-30	Smart-Global Enterprises Ltd	5/20/2020	17,956	20-32186 (KLP)	J. Crew Operating Corp.	C 186-99	Smart-Global Enterprises Ltd	6/25/2020	17,956	20-32186 (KLP)	J. Crew Operating Corp.
92	C 185-29	Souhi, Inc.	5/11/2020	45,335	20-32185 (KLP)	J. Crew Group, Inc.	C 185-30	Souhi, Inc.	5/11/2020	45,335	20-32185 (KLP)	J. Crew Group, Inc.
93	C 189-46	Soundtrack Your Brand Usa, Inc	6/15/2020	6,858	20-32189 (KLP)	J. Crew Inc.	C 189-47	Soundtrack Your Brand Usa, Inc	6/15/2020	6,858	20-32189 (KLP)	J. Crew Inc.

Grand Total

31,631,828



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

**ORDER GRANTING DEBTORS’ SIXTH OMNIBUS  
 OBJECTION TO CLAIMS (AMENDED AND SUPERSEDED CLAIMS)**

Upon the omnibus objection (the “**Objection**”)<sup>2</sup> 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

<sup>1</sup> 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.

<sup>2</sup> 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 disallowing and expunging the Amended and Superseded 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 Amended and Superseded Claim listed on **Exhibit 1** attached hereto under the heading

“*Claims to Be Disallowed*” is disallowed and expunged in its entirety, and each such Amended and Superseded Claim shall be deleted from the claims register.

4. The disallowance and expungement of the Amended and Superseded Claims does not constitute any admission or finding concerning any of the claims listed on **Exhibit 1** under the heading “*Surviving Claim*” (the “**Surviving Claims**”), and the Surviving Claims are neither allowed nor disallowed by this Order.

5. The rights of the Debtors to assert further objections to the Surviving Claims, in whole or in part, and on any basis, are fully preserved.

6. 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 Amended and Superseded Claim referenced or identified in the Objection that is not listed on **Exhibit 1** annexed hereto.

7. 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.

8. 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.

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

10. 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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**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 Amended and Superseded Claims**