

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.¹	:	(Jointly Administered)
	:	
	x	

**NOTICE OF HEARING ON DEBTORS' SEVENTH OMNIBUS
 OBJECTION TO CLAIMS (AMENDED AND SUPERSEDED CLAIMS)**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chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ Seventh Omnibus Objection to Claims (Amended and Superseded)* (the “**Objection**”) seeking entry of an order disallowing and expunging the claims listed under the heading “*Claims to Be Disallowed*” on **Exhibit A** attached thereto on the grounds that each of the claims have been amended and superseded by one or more subsequently filed proof(s) of claim asserted against the Debtors in these chapter 11 cases (the “**Amended and Superseded Claims**”).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”),² which approved certain notice, case management and administrative procedures attached as Exhibit 1 to the Case Management Order (the “Case Management Procedures”). The Case Management Procedures, among other things, prescribe the manner in which responses must be filed and served and set forth when certain hearings will be conducted. A copy of the Case Management Order may be obtained at no charge at <https://www.omniagentsolutions.com/chinos> or for a fee at <https://ecf.vaeb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Objection, or if you want the Court to consider your views on the Objection, then, by **September 17, 2020** (the “**Response Deadline**”), you or your attorney must:

- File with the Court, either electronically or at the address shown below, a written response to the Objection pursuant to Rule 9013-1(H) of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia and the Case Management Procedures. If you mail your written response to the Court for filing, you must mail it early enough so the Court will **receive** it on or before the Response Deadline.

If a response is not properly and timely filed and served, the Court may deem any opposition waived, treat the Objection as conceded and enter appropriate orders granting the requested relief without further notice or hearing.

Clerk of the Court
United States Bankruptcy Court
701 East Broad Street, Suite 4000
Richmond, Virginia 23219

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Case Management Order.

In accordance with the Case Management Procedures, you must also serve a copy of your written response on the Core Parties, the 2002 List Parties and any Affected Entity so that the response is received on or before the Response Deadline.

- Attend a hearing by remote video conference before the Honorable Keith L. Phillips, United States Bankruptcy Judge, at **11:00 a.m. (Eastern Time) on September 24, 2020** (the “**Hearing**”). Parties may participate in the Hearing by registering through the following link:

<https://www.zoomgov.com/meeting/register/vJIsfuyrrj8tGoZUAPmaSMQoBo6B03ti1hU>

Parties who wish to attend the Hearing on a listen-only basis may do so by using one of the following dial-in numbers:

Phone Number: 1-888-363-4735
Access Code: 8617460
Security Code: 0924

Phone Number: 1-888-636-3807
Access Code: 8233381
Security Code: 0924

PLEASE TAKE FURTHER NOTICE THAT you should consult the Case Management Order before filing any written response.

Dated: July 31, 2020
Richmond, Virginia

/s/ Henry P. (Toby) Long, III

HUNTON ANDREWS KURTH LLP

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IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE DEBTORS' COUNSEL, WEIRU FANG, AT (212) 310-8129.

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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' SEVENTH 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.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Chinos Holdings, Inc. (3834); Chinos Intermediate Holdings A, Inc. (3301); Chinos Intermediate, Inc. (3871); Chinos Intermediate Holdings B, Inc. (3244); J. Crew Group, Inc. (4486); J. Crew Operating Corp. (0930); Grace Holmes, Inc. (1409); H.F.D. No. 55, Inc. (9438); J. Crew Inc. (6360); J. Crew International, Inc. (2712); J. Crew Virginia, Inc. (5626); Madewell Inc. (8609); J. Crew Brand Holdings, LLC (7625); J. Crew Brand Intermediate, LLC (3860); J. Crew Brand, LLC (1647); J. Crew Brand Corp. (1616); J. Crew Domestic Brand, LLC (8962); and J. Crew International Brand, LLC (7471). The Debtors’ corporate headquarters and service address is 225 Liberty St., New York, NY 10281.

Jurisdiction

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.

SEVENTH 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 185-59	South Pacific Fashions Ltd	5/15/2020	514,986	20-32185 (KLP)	J. Crew Group, Inc.	C 186-236	South Pacific Fashions, Ltd.	7/14/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.
2	C 185-60	South Pacific Fashions Ltd	5/15/2020	514,986	20-32185 (KLP)	J. Crew Group, Inc.	C 186-236	South Pacific Fashions, Ltd.	7/14/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.
3	C 185-61	South Pacific Fashions Ltd	5/15/2020	210,435	20-32185 (KLP)	J. Crew Group, Inc.	C 186-234	South Pacific Fashions, Ltd.	7/14/2020	197,870	20-32186 (KLP)	J. Crew Operating Corp.
4	C 185-62	South Pacific Fashions Ltd	5/15/2020	18,153	20-32185 (KLP)	J. Crew Group, Inc.	C 186-237	South Pacific Fashions, Ltd.	7/14/2020	11,909	20-32186 (KLP)	J. Crew Operating Corp.
5	C 185-71	South Pacific Fashions Ltd	5/17/2020	527,551	20-32185 (KLP)	J. Crew Group, Inc.	C 186-236	South Pacific Fashions, Ltd.	7/14/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.
6	C 185-72	South Pacific Fashions Ltd	5/17/2020	11,909	20-32185 (KLP)	J. Crew Group, Inc.	C 186-237	South Pacific Fashions, Ltd.	7/14/2020	11,909	20-32186 (KLP)	J. Crew Operating Corp.
7	C 186-72	South Pacific Fashions Ltd	6/23/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.	C 186-236	South Pacific Fashions, Ltd.	7/14/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.
8	C 186-73	South Pacific Fashions Ltd	6/23/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.	C 186-236	South Pacific Fashions, Ltd.	7/14/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.
9	C 186-74	South Pacific Fashions Ltd	6/23/2020	11,909	20-32186 (KLP)	J. Crew Operating Corp.	C 186-237	South Pacific Fashions, Ltd.	7/14/2020	11,909	20-32186 (KLP)	J. Crew Operating Corp.
10	C 186-75	South Pacific Fashions Ltd	6/23/2020	197,870	20-32186 (KLP)	J. Crew Operating Corp.	C 186-234	South Pacific Fashions, Ltd.	7/14/2020	197,870	20-32186 (KLP)	J. Crew Operating Corp.
11	C 191-24	South Pacific Fashions Ltd	5/17/2020	197,870	20-32191 (KLP)	Madewell Inc.	C 186-234	South Pacific Fashions, Ltd.	7/14/2020	197,870	20-32186 (KLP)	J. Crew Operating Corp.
12	C 191-25	South Pacific Fashions Ltd	5/17/2020	6,244	20-32191 (KLP)	Madewell Inc.	C 191-179	South Pacific Fashions Ltd	7/14/2020	6,244	20-32191 (KLP)	Madewell Inc.
13	C 185-200	South Pacific Fashions Ltd	6/17/2020	527,551	20-32185 (KLP)	J. Crew Group, Inc.	C 186-236	South Pacific Fashions, Ltd.	7/14/2020	527,551	20-32186 (KLP)	J. Crew Operating Corp.
14	C 186-76	South Pacific Fashions Ltd. Jessica Kwok	6/23/2020	6,244	20-32186 (KLP)	J. Crew Operating Corp.	C 191-179	South Pacific Fashions Ltd	7/14/2020	6,244	20-32191 (KLP)	Madewell Inc.
15	C 181-74	Steele Canvas Basket Corp	5/18/2020	28,770	20-32181 (KLP)	Chinos Holdings, Inc.	C 191-28	Steele Canvas Basket Corp	5/18/2020	28,770	20-32191 (KLP)	Madewell Inc.
16	C 181-10	Style Fashion Trading Limited. Qingdao Style Fashion Jewelry Co.,Ltd.	5/7/2020	2,329,926	20-32181 (KLP)	Chinos Holdings, Inc.	C 185-314	Style Fashion Trading Ltd	7/10/2020	1,374,324	20-32185 (KLP)	J. Crew Group, Inc.
17	C 185-269	Style Fashion Trading Ltd	7/8/2020	2,343,371	20-32185 (KLP)	J. Crew Group, Inc.	C 185-314	Style Fashion Trading Ltd	7/10/2020	1,374,324	20-32185 (KLP)	J. Crew Group, Inc.
18	C 186-21	Sunflower Mercantile Hk Ltd	5/18/2020	184,445	20-32186 (KLP)	J. Crew Operating Corp.	C 186-87	Sunflower Mercantile Hk Ltd	6/25/2020	58,645	20-32186 (KLP)	J. Crew Operating Corp.
19	C 185-69	Sung Hwa Trading Co, Ltd	5/17/2020	416,969	20-32185 (KLP)	J. Crew Group, Inc.	C 185-117	Sung Hwa Trading Co, Ltd	5/24/2020	317,874	20-32185 (KLP)	J. Crew Group, Inc.
20	C 185-116	Sung Hwa Trading Co, Ltd	5/24/2020	317,874	20-32185 (KLP)	J. Crew Group, Inc.	C 185-117	Sung Hwa Trading Co, Ltd	5/24/2020	317,874	20-32185 (KLP)	J. Crew Group, Inc.
21	C 191-141	Texma International Co., Ltd.	7/13/2020	743,486	20-32191 (KLP)	Madewell Inc.	C 191-256	Texma International Co., Ltd.	7/29/2020	774,465	20-32191 (KLP)	Madewell Inc.
22	C 185-196	Transpeed Trading Limited	6/16/2020	31,599	20-32185 (KLP)	J. Crew Group, Inc.	C 186-174	TRANSPPEED TRADING LIMITED	7/8/2020	31,599	20-32186 (KLP)	J. Crew Operating Corp.
23	C 181-145	Tribe Alive LLC	6/15/2020	25,398	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-151	Tribe Alive LLC	6/15/2020	25,398	20-32181 (KLP)	Chinos Holdings, Inc.
24	C 181-146	Tribe Alive LLC	6/15/2020	24,305	20-32181 (KLP)	Chinos Holdings, Inc.	C 181-150	Tribe Alive LLC	6/15/2020	24,305	20-32181 (KLP)	Chinos Holdings, Inc.

CHINOS HOLDINGS, INC., et al.

SEVENTH 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	
25	C 181-127	Trupar America Inc	6/9/2020	7,183	20-32181 (KLP)	Chinos Holdings, Inc.	C 186-77	Trupar America Inc	6/24/2020	6,206	20-32186 (KLP)	J. Crew Operating Corp.
26	C 186-7	Tung Hang Handbag Factory Ltd	5/11/2020	181,723	20-32186 (KLP)	J. Crew Operating Corp.	C 186-51	Tung Hang Handbag Factory Ltd	6/4/2020	181,723	20-32186 (KLP)	J. Crew Operating Corp.
27	C 185-33	Universal International Max Limited	5/12/2020	233,216	20-32185 (KLP)	J. Crew Group, Inc.	C 185-237	CAB assignee of Universal Int'l Max Limited	6/29/2020	1,416,754	20-32185 (KLP)	J. Crew Group, Inc.
28	C 185-45	Whl Sourcing & Manufacturing Ltd	5/13/2020	2,563,205	20-32185 (KLP)	J. Crew Group, Inc.	C 185-56	Whl Sourcing & Manufacturing Ltd	5/14/2020	2,413,882	20-32185 (KLP)	J. Crew Group, Inc.
29	C 185-32	Whl Sourcing & Manufacturing Ltd.	5/12/2020	2,555,361	20-32185 (KLP)	J. Crew Group, Inc.	C 185-56	Whl Sourcing & Manufacturing Ltd	5/14/2020	2,413,882	20-32185 (KLP)	J. Crew Group, Inc.
30	C 185-120	Zhejiang Mizuda Textile Printing & Dyeing Co.,Ltd	5/25/2020	637	20-32185 (KLP)	J. Crew Group, Inc.	C 185-125	Zhejiang Mizuda Textile Printing & Dyeing Co.,Ltd	5/25/2020	637	20-32185 (KLP)	J. Crew Group, Inc.

Grand Total

15,788,277

Exhibit B

Proposed Order

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**UNITED STATES BANKRUPTCY COURT
 EASTERN DISTRICT OF VIRGINIA
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CHINOS HOLDINGS, INC., et al.,	:	Case No. 20–32181 (KLP)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
-----	X	

**ORDER GRANTING DEBTORS’ SEVENTH OMNIBUS
 OBJECTION TO CLAIMS (AMENDED AND SUPERSEDED 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 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 Claims*” (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

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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