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*Proposed Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF VIRGINIA  
 RICHMOND DIVISION**

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CHINOS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 32181 (KLP)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
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**APPLICATION OF DEBTORS FOR AUTHORITY TO  
 RETAIN AND EMPLOY WEIL, GOTSHAL & MANGES LLP AS  
 ATTORNEYS FOR DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

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 application (the “**Application**”):

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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.

### **Background**

1. 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. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “**Local Bankruptcy Rules**”). No trustee or examiner has been appointed in these chapter 11 cases.

2. On May 13, 2020, the Office of the United States Trustee for the Eastern District of Virginia (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors in the chapter 11 cases (the “**Creditor’s Committee**”).

3. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Michael J. Nicholson in Support of Debtors’ Chapter 11 Petitions and First Day Relief* [Docket No. 6] (the “**First Day Declaration**”).<sup>2</sup>

### **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.

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<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the First Day Declaration.

§ 157(b) and may be determined by the Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

5. By this Application, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Debtors request authority to retain and employ Weil, Gotshal & Manges LLP (“Weil” or the “Firm”) as attorneys for the Debtors, effective as of the Petition Date, to perform the extensive legal services that will be required during these chapter 11 cases in accordance with Weil’s normal hourly rates in effect when services are rendered and Weil’s normal reimbursement policies.

6. In support of this Application, the Debtors submit the declaration of Ray C. Schrock, P.C., a member of Weil, which is annexed hereto as **Exhibit A** (the “Schrock Declaration”) and the declaration of Vincent Zanna, Chief Financial Officer and Treasurer of the Debtors, which is attached hereto as **Exhibit B** (the “Zanna Declaration”).

7. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit C** (the “Proposed Order”).

### **Weil’s Qualifications**

8. Since February, 2016, Weil has advised the Debtors in connection with exploring and implementing various strategic alternatives to deleverage the Debtors’ balance sheet as well as preserve and maximize the Debtors’ enterprise value. Since that time, Weil has advised the Debtors in connection with the intended launch of an initial public offering of Madewell Inc., the 2017 Exchange Offer, and preparing for these chapter 11 cases. Weil’s extensive involvement in prepetition negotiations with the Debtors’ creditors resulted in the Debtors securing committed debtor-in-possession financing to, among other things, administer these chapter 11 cases and provide the Debtors with needed capital to continue to operate their business, and preparing the

terms of a chapter 11 plan of reorganization with the support of the Debtors' major stakeholders who have executed a transaction support agreement pursuant to which, the major stakeholders have agreed to, among other things, vote in favor and support confirmation of the contemplated plan of reorganization.

9. As a result of their prepetition representations of the Debtors, Weil has acquired in-depth knowledge of the Debtors' capital structure and has extensive additional insight into the current condition of the Debtors' businesses, management, operations, corporate governance, and restructuring. Accordingly, Weil possesses the necessary background and knowledge to address the potential legal issues that may arise in the context of the Debtors' chapter 11 cases.

10. In addition, the Debtors selected Weil as their attorneys because of the Firm's extensive general experience and expertise, including Weil's recognized expertise in the field of debtors' protections, creditors' rights, and the administration of cases under chapter 11 of the Bankruptcy Code. For example, Weil currently represents or has represented, among others, the following debtors and their affiliates: RentPath Holdings, Inc., Fairway Group Holdings Corp., Kingfisher Midstream, LLC, EP Energy Corporation, Halcón Resources Corporation, Fusion Connect, Inc., Insys Therapeutics, Inc., CTI Foods, LLC, Ditech Holding Corporation, PG&E Corporation and Pacific Gas and Electric Company, Checkout Holding Corp., Waypoint Leasing Holdings Ltd., LBI Media, Inc., Sears Holdings Corporation, Claire's Stores Inc., Southeastern Grocers, LLC, Tops Holding Corporation II, Fieldwood Energy LLC, TK Holdings Inc., Walter Investment Management Corporation, The NORDAM Group, Inc., Angelica Corporation, Westinghouse Electric Company LLC, Azure Midstream Partners, LP, Memorial Production LP, CHC Group Ltd., American Gilsonite Company, Basic Energy Services, Inc., Halcón Resources

Corp., Breitburn Energy Partners LP, Golfsmith International Holdings, Inc., Aéropostale, Inc., Offshore Group Investment Limited, Paragon Offshore PLC, The Great Atlantic & Pacific Tea Company, Chassix, Inc., Endeavour Operating Corporation, SIGA Technologies, Inc., AMR Corporation, Lehman Brothers Holdings Inc., and General Motors Corporation n/k/a Motors Liquidation Company.

11. The Debtors have been informed that Ray C. Schrock, P.C., Ryan P. Dahl, and Candace M. Arthur, members of Weil, as well as other members of, counsel to, and associates of Weil who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York. Applications for admission *pro hac vice* for Ray C. Schrock, P.C., Ryan P. Dahl, and Candace M. Arthur to practice before this Court have been approved [Docket No. 67].

12. Accordingly, Weil is both well qualified and uniquely able to represent the Debtors in their chapter 11 cases in an efficient and timely manner.

#### **Scope of Services**

13. The services to be performed by Weil are appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to prosecute these chapter 11 cases. Subject to further order of this Court, it is proposed that Weil be employed to render the following professional services:

- a. take all necessary actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalves, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;

- c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. take all necessary actions to protect and preserve the value of the Debtors' estates, including advising with respect to the Debtors' affiliates and all related matters; and
- e. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; provided, that to the extent Weil determines such services fall outside the scope of services historically or generally performed by Weil as lead Debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

14. It is necessary for the Debtors to employ attorneys to render the foregoing professional services. Weil has stated its desire and willingness to act in these chapter 11 cases and render the necessary professional services as attorneys for the Debtors.

15. In addition to this Application, the Debtors have filed, contemporaneously herewith, or intend to file soon hereafter, applications to employ: (a) Hunton Andrews Kurth LLP ("**Hunton**"), as co-counsel; (b) AlixPartners, LLP, as financial advisor; (c) Lazard Frères & Co. LLC, as investment banker; and (d) Hilco Real Estate, LLC. The Debtors may also file applications to employ additional professionals. It is anticipated that the efficient coordination of efforts of the Debtors' attorneys and other professionals will add to the progress and effective administration of these chapter 11 cases.

#### **No Duplication of Services**

16. As described in the Schrock Declaration, Weil will work with Hunton and the Debtors' other professionals to ensure a clear delineation of each firms' respective roles in connection with representation of the Debtors in these chapter 11 cases to prevent duplication of services and ensure the case is administered in the most efficient fashion possible. In that regard, Weil and Hunton have informed the Debtors that Weil will take the lead on, among other

tasks: (a) taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates; (b) preparing on behalf of the Debtors, as debtors in possession, necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates; (c) taking necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates; (d) taking necessary action to protect and preserve the value of the Debtors' estates, and all related matters; and (e) performing other necessary legal services in connection with the prosecution of these chapter 11 cases. Hunton's duties will include, among other tasks: (i) providing Virginia law expertise, including advising the Debtors and Weil on issues of local practice and the Local Rules; (ii) communicating with the U.S. Trustee with respect to the Debtors' filings and the chapter 11 cases; (iii) reviewing, commenting on, and coordinating the filing of various pleadings; (iv) appearing in court on behalf of the Debtors; and (v) serving as lead counsel to the Debtors with respect to matters or parties as to which Weil has a conflict and determines that it cannot (or should not) represent the Debtors (where Hunton does not similarly have a conflict).

**Weil's Disinterestedness**

17. To the best of the Debtors' knowledge, the members of, counsel to, and associates of Weil do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth herein and in the Schrock Declaration.

18. Based upon the Schrock Declaration, Weil is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Weil will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new material relevant facts or relationships are discovered, Weil will supplement its disclosure to the Court accordingly.

### **Professional Compensation**

19. Weil is not a creditor of the Debtors’ estates. Weil waived certain fees and expenses that were owed for work performed prior to March 2020. As set forth in the Schrock Declaration, during the ninety (90) days prior to the Petition Date, Weil received payments and advances totaling approximately \$11,858,229 for services performed and to be performed, and expenses incurred and to be incurred, including in preparation for the commencement and prosecution of these chapter 11 cases. Weil has a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in connection with these chapter 11 cases in the approximate amount of \$5,510,876 (the “**Fee Advance**”). Weil intends to apply the Fee Advance to any outstanding amounts relating to the period before the Petition Date that were not processed through Weil’s billing system as of the Petition Date. Weil intends to also retain the remaining balance on account of services rendered and expenses incurred subsequent to the Petition Date.

20. The Debtors understand and have agreed that Weil hereafter will apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement Filed Under U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**U.S. Trustee Guidelines**”) and any further orders of the Court for all professional services performed



and expenses incurred after the Petition Date. Subject to the foregoing, the Debtors propose to compensate Weil for services rendered at Weil's customary hourly rates that are in effect from time to time, as set forth in the Schrock Declaration, and to reimburse Weil according to its customary reimbursement policies. The Debtors respectfully submit that Weil's rates and policies, as set forth in the Schrock Declaration, are reasonable.

**Notice**

21. Notice of this Application will be provided to will be provided in accordance with the procedures set forth in the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 109]. The Debtors believe that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

**No Prior Request**

22. 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: May 14, 2020  
New York, New York

Chinos Holdings, Inc.  
(for itself and on behalf of its affiliated  
Debtors)

/s/ Vincent Zanna

Name: Vincent Zanna

Title: Chief Financial Officer and  
Treasurer

**Exhibit A**

**Schrock Declaration**

**WEIL, GOTSHAL & MANGES LLP**  
 Ray C. Schrock, P.C. (admitted *pro hac vice*)  
 Ryan Preston Dahl (admitted *pro hac vice*)  
 Candace M. Arthur (admitted *pro hac vice*)  
 Daniel Gwen (admitted *pro hac vice*)  
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**UNITED STATES BANKRUPTCY COURT  
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<b>In re</b>	:	<b>Chapter 11</b>
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<b>CHINOS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 32181 (KLP)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
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**DECLARATION OF RAY C. SCHROCK, P.C.  
 IN SUPPORT OF APPLICATION OF DEBTORS FOR  
 AUTHORITY TO RETAIN AND EMPLOY WEIL, GOTSHAL & MANGES  
 LLP AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Ray C. Schrock, P.C., pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an international law firm with principal offices at 767 Fifth Avenue, New York, New

<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.

York 10153 and regional offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts; Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom; Frankfurt and Munich, Germany; Paris, France; Beijing, Hong Kong, and Shanghai, China.<sup>2</sup>

2. I submit this Declaration in connection with the Application submitted on the date hereof (the “**Application**”) of Chinos Holdings, Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for authority to employ and retain Weil as their attorneys effective as of the Petition Date, at its normal hourly rates in effect from time to time and in accordance with its normal reimbursement policies, in compliance with sections 327(a), 329, and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Virginia* (the “**Local Rules**”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional information regarding parties in interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended, supplemented or otherwise modified information.

3. Neither I, Weil, nor any member of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these chapter 11 cases. In addition,

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<sup>2</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

to the best of my knowledge, after due inquiry, neither I, Weil, nor any member of, counsel to, or associate of the Firm represents any party in interest in these chapter 11 cases in matters related to these chapter 11 cases.

**Weil's Disclosure Procedures**

4. Weil has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors' pending chapter 11 cases. Weil, which employs approximately 1,100 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are, or may consider themselves to be, creditors or parties in interest in these pending chapter 11 cases or to otherwise have interests in these cases.

5. In preparing this Declaration, Weil used a set of procedures developed by Weil to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the "**Firm Disclosure Procedures**"). Pursuant to the Firm Disclosure Procedures, Weil performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Weil's connection to such parties:

- a. A comprehensive list of entities that may have contacts with the Debtors was developed through discussions with the Weil attorneys who have provided services to the Debtors and in consultation with the advisors to and senior management of the Debtors (the "**Retention Checklist**") annexed hereto as **Exhibit 1**.
- b. Weil obtained information responsive to the Retention Checklist through several inquiries of the Debtors' senior management and advisors and review of documents provided by the Debtors to Weil. Weil then used that information, together with other information identified by Weil, to compile a list of the names of entities that may be parties in interest in these chapter 11 cases (the "**Potential Parties in Interest**").

- c. Weil maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the “**Client Database**”). The Client Database includes the names of all current and former clients, the names of the parties who are or were related or adverse to such current or former clients and the names of the Weil personnel who are or were responsible for current or former matters for such clients. Weil’s policy is that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Weil. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.
- d. Weil compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.<sup>3</sup> Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Weil personnel responsible for the identified client matters (the “**Client Match List**”).
- e. A Weil attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to Weil’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List, and making general and, if applicable, specific inquiries of Weil personnel, Weil verified that it does not represent and has not represented any entity on the Client Match List in connection with the Debtors or these chapter 11 cases.
- g. In addition, a general inquiry to all Weil personnel (attorneys and staff) was sent by electronic mail before the filing of these chapter 11 cases to determine whether any such individual or any member of his or her household (i) owns any debt or equity securities of the Debtors or its non-debtor affiliates, (ii) holds a claim against or interest adverse to the Debtors or their non-debtor affiliates, (iii) is or was an officer, director, or employee of the Debtors or their non-debtor affiliates, (iv) is related to or has any

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<sup>3</sup> For purposes of the Firm Disclosure Procedures, Weil considers an entity a “former client” if all matters for such client have been closed, but professional time was recorded within the past two years. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Declaration.

connections to Bankruptcy Judges in the Eastern District of Virginia, or (v) is related to or has any connections to anyone working in the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”).

**Weil’s Connections with the Debtors**

6. Weil compiled responses to the foregoing inquiries for the purposes of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) above reflect that, as of the Petition Date, no Weil personnel or member of the household of any Weil personnel holds any claims against, stock of, or other interests in the Debtors. The daughter of a Weil employee, who is also the niece of another Weil employee, is currently employed by the Debtors. In addition, several other Weil employees were employed by the Debtors in the past as sales associates. No Weil personnel are related to or have any connections to anyone working in the Office of the U.S. Trustee.

7. Weil has rendered, among other services, corporate, finance, and restructuring-related legal services to the Debtors since February 2016. Since that time, Weil has advised the Debtors concerning their corporate affairs, debt obligations, and restructuring alternatives. Weil also has performed services necessary to enable the Debtors to file for protection under chapter 11 of the Bankruptcy Code. Weil, working together with Hunton, was primarily responsible for the preparation of the Debtors’ chapter 11 petitions, motions for “first day” relief, and applications relating to these chapter 11 cases and their commencement.

**Weil’s Connections with Parties in Interest in Matters Unrelated to These Chapter 11 Cases**

8. Either I, or an attorney working under my supervision, reviewed the connections between Weil and the clients identified on the Client Match List and the connections between those entities and the Debtors and determined, in each case, that Weil does not hold or represent an interest that is adverse to the Debtors’ estates and that Weil is a “disinterested person”



as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

9. Weil previously has represented, currently represents, and may represent in the future the entities described below (or their affiliates) in matters unrelated to the Debtors. The disclosure list, annexed as **Exhibit 2** hereto (the “**Disclosure Schedule**”), is the product of implementing the Firm Disclosure Procedures. An entity is listed as a “**Current Client**” on the Disclosure Schedule if Weil has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is listed as a “**Former Client**” on the Disclosure Schedule if Weil represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. Weil has not represented, does not represent, and will not represent any of such entities in matters directly related to the Debtors or these chapter 11 cases.

10. TPG Capital LP and certain of its affiliates (collectively, “**TPG**”) are Current or Former Clients of Weil. TPG Chinos, L.P., a TPG portfolio company, is an equity interest holder in Chinos Holdings Inc. Weil does not represent TPG in any matter related to the Debtors or these chapter 11 cases. Certain TPG entities also hold term loans borrowed by J. Crew Group, Inc. and guaranteed by certain other Debtors as described in the First Day Declaration.

11. Leonard Green & Partners, L.P. and certain of its affiliates (collectively, “**LGP**”) are Current or Former Clients of Weil. Certain LGP affiliates are equity interest holders in Chinos Holdings Inc. Weil does not represent LGP in any matter related to the Debtors or these chapter 11 cases.

12. Weil also currently represents and in the past has represented companies or boards on which Seth Farbman, Chad Leat, James Coulter, Jonathan Sokoloff, and Neal Goldman five of the Debtors' directors (the "**Current Directors**"), have served as directors on or were previously employed by.<sup>4</sup> Each of these representations have been in matters unrelated the Debtors or these chapter 11 cases.

13. To the best of my knowledge and information, the annual fees for each of the last two years paid to Weil by any entity listed on the Disclosure Schedule or its affiliates, did not exceed 1.0% of the Firm's annual gross revenue, except for the following entities: (a) Brookfield Asset Management Inc. and certain of its affiliates ("**Brookfield**") and (b) PG&E Corporation and certain of its affiliates ("**PG&E**"). Weil has represented and continues to represent Brookfield and PG&E in a variety of matters, all of which are unrelated to these chapter 11 cases.

14. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between Weil and (a) the U.S. Trustee or any person employed thereby, (b) any attorneys, accountants or financial consultants in these chapter 11 cases, or (c) any investment bankers that represent or may represent the Debtors or claimants or other parties in interest in these chapter 11 cases, except as set forth herein. As part of its practice, Weil appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants and other parties in interest in this case. Weil has not represented, and

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<sup>4</sup> The Current Directors currently serve on certain of the Debtors' boards, including: Chinos Holdings, Inc.; Chinos Intermediate Holdings A, Inc.; Chinos Intermediate, Inc.; Chinos Intermediate Holdings B, Inc.; J. Crew Group, Inc.; J. Crew Operating Corp.; J. Crew International brand, LLC; and J. Crew Domestic Brand, LLC.

will not represent, any of such parties in relation to the Debtors or their chapter 11 cases. Weil does not have any relationship with any such attorneys, accountants, financial consultants or investment bankers that would be adverse to the Debtors or their estates.

15. Additionally, Weil has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in the commercial markets, Weil may be unaware of the actual holder of such debt at any given moment. Weil also represents numerous entities in unrelated matters that may buy and/or sell distressed debt of chapter 11 debtors. Moreover, from time to time, Weil is engaged by various entities that buy and/or sell distressed debt to analyze the capital structure of a distressed company based on a review of publicly available information. The Firm does not undertake such reviews after it has been engaged to represent any such company, including the Debtors, and does not view any public debt review as an adverse representation to a debtor.

16. Certain of the parties in interest in these chapter 11 cases were or could be, from time to time, members of ad hoc or official creditors' committees represented by Weil in matters unrelated to these chapter 11 cases. In such instances, Weil only represented the committee or group, and did not represent the creditors in their individual capacities. Weil does not and will not represent any of these parties in connection with these chapter 11 cases.

17. Despite the efforts described herein to identify and disclose Weil's connections with the parties in interest in these chapter 11 cases, because of the Debtors' numerous relationships, Weil is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, Weil will continue to apply the Firm Disclosure

Procedures. If any new material relevant facts or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

**Weil Is Disinterested**

18. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Weil does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Weil is to be employed, and Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

**Weil's Retainer, Rates and Billing Practices**

19. During the ninety day period prior to the Petition Date, Weil received payments and advances totaling approximately \$11,858,229 for services performed and expenses incurred, and also to be performed and incurred, including in preparation for the commencement of these chapter 11 cases. A summary of payments invoiced and received by Weil in the ninety (90) days prior to the Petition Date is set forth on **Exhibit 3**. Weil has a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in connection with these chapter 11 cases in the approximate amount of \$5,510,876. Weil is not a creditor of the Debtors' estates. Weil waived certain fees and expenses that were owed for work performed prior to March 2020.

20. Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. Weil's current customary hourly rates, subject to change from time to time, are \$1,100 to \$1,695 for members and counsel, \$595 to \$1,050 for associates, and \$250 to \$435 for paraprofessionals.

21. Weil also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply

with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**U.S. Trustee Guidelines**”). Weil’s disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$0.10 per page for black and white copies and \$0.50 per page for color copies in accordance with Local Rule 2016-2(e)(iii). Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in house or through a third-party vendor) include, but are not limited to, facsimiles, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel and clerk fees.

22. No promises have been received by Weil, or any member, counsel, or associate thereof, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines. Weil has no agreement with any other entity to share with such entity any compensation received by Weil or by such entity.

**Coordination with Other Professionals for the Debtors**

23. Weil is aware that the Debtors have submitted, or intend to submit, applications to retain (a) Hunton, as co-counsel; (b) AlixPartners, LLP, as financial advisor; (c) Lazard Frères & Co. LLC, as investment banker; and (d) Hilco Real Estate, LLC. Weil is also aware that the Debtors have retained Omni Agent Solutions, Inc. as claims, noticing and administrative agent. Weil, together with the Debtors’ management, intends to carefully monitor

and coordinate efforts of all professionals retained by the Debtors in these chapter 11 cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible.

24. In particular, Weil will work with Hunton to ensure a clear delineation of each firm's respective roles in connection with representation of the Debtors in these chapter 11 cases to prevent duplication of services and ensure the case is administered in the most efficient possible fashion. Weil will take the lead on, among other tasks:

- a. taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
- b. preparing on behalf of the Debtors, as debtors in possession, necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
- c. taking necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- d. taking necessary action to protect and preserve the value of the Debtors' estates, and all related matters; and
- e. performing other necessary legal services in connection with the prosecution of these chapter 11 cases.

Hunton will take the lead on, among other tasks:

- a. providing Virginia law expertise, including advising the Debtors and Weil on issues of local practice and the Local Rules;
- b. communicating with the Court and the U.S. Trustee with respect to the Debtors' filings and the chapter 11 cases;
- c. reviewing, commenting on and coordinating the filing of various pleadings; and
- d. appearing in court on behalf of the Debtors, and serving as lead counsel to the Debtors with respect to matters or parties as to which Weil has a conflict

and determines that it cannot (or should not) represent the Debtors (assuming Hunton does not similarly have a conflict).

**Attorney Statement Pursuant to U.S. Trustee Guidelines**

25. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Guidelines.

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

**Response:** No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** If you represented the client in the twelve months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the twelve months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Response:** Weil was engaged by the Debtors in the last twelve months prepetition. From April 2019 through September 2019, Weil's hourly rates were \$1,050 to \$1,600 for members and counsel, \$560 to \$995 for associates, and \$240 to \$420 for paraprofessionals. In October 2019, Weil adjusted its standard billing rates for its professionals in the normal course. Paragraph 20 herein discloses the billing rates used by Weil from October 2019 through the date hereof.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

**Response:** Weil is developing a prospective budget and staffing plan for these chapter 11 cases. Weil and the Debtors will review such budget following the close of the budget period to determine a budget for the following period.

26. The foregoing constitutes the statement of Weil pursuant to sections 327(a), 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

**Conclusion**

27. The Application requests approval of the Debtors' retention of Weil at Weil's normal hourly rates in effect at the time the services are rendered and in accordance with Weil's normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines. Subject to these terms and conditions, Weil intends to apply, pursuant to section 330 of the Bankruptcy Code, for allowances of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines.



I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: May 14, 2020  
New York, New York

/s/ Ray C. Schrock, P.C.  
Ray C. Schrock, P.C.  
Member, Weil, Gotshal & Manges LLP

**Exhibit 1**

**Retention Checklist**

**Debtors**

Chinos Holdings, Inc.  
Chinos Intermediate Holdings A, Inc.  
Chinos Intermediate, Inc.  
Chinos Intermediate Holdings B, Inc.  
J. Crew Group, Inc. or J. Crew Group, Inc.  
J. Crew Operating Corp.  
Grace Holmes, Inc.  
H.F.D. No. 55, Inc.  
J. Crew Inc.  
J. Crew International, Inc.  
J. Crew Virginia, Inc.  
Madewell Inc.  
J. Crew Brand Holdings, Inc.  
J. Crew Brand Intermediate, LLC  
J. Crew Brand, LLC  
J. Crew Brand Corp.  
J. Crew Domestic Brand, LLC  
J. Crew International Brand, LLC

**Debtors' Trade Names and Aliases (up to 8 Years)**

C&W Outlet, Inc.  
Crewcuts  
ERL, Inc.  
J. Crew  
J. Crew Factory  
J. Crew Factory Stores  
J. Crew International Cayman Limited  
J. Crew Mercantile  
J. Crew Retail  
J. Crew Retail Stores  
J. Crew Retail  
J. Crew® brands  
Madewell Retail Stores  
Madewell® brands  
Madewell Retail

**Non-Debtor Affiliates and Subsidiaries**

Branch Office of J. Crew Global Holdings B, LLC in HCMC  
J. Crew Apparel Trading (Shenzhen) Company Limited  
J. Crew Asia Limited  
J. Crew Canada Inc.  
J. Crew Cayman Limited  
J. Crew Commercial Trading Company (Shanghai) Limited  
J. Crew France SAS  
J. Crew Global Holdings A, LLC  
J. Crew Global Holdings B, LLC  
J. Crew Global Holdings Bermuda LP  
J. Crew Global Holdings Bermuda LP  
J. Crew Holdings A, LLC  
J. Crew Holdings B, LLC  
J. Crew Hong Kong Limited  
J. Crew Hong Kong Services, Limited  
J. Crew Japan Ltd.  
J. Crew Netherland Cooperatief U.A.

J. Crew Netherlands C.V.  
J. Crew NL B.V.  
J. Crew Sourcing Asia, Limited  
J. Crew U.K. Limited  
Madewell Brand Holdings, LLC  
Madewell Brand LLC  
Madwell Cayman Limited  
Representative Office of J. Crew Global Holdings B, LLC in HCMC

**Bank Accounts**

Bank of America Merrill Lynch  
Bank of America, N.A  
Capital One  
Chase Bank  
HSBC Bank  
JPMorgan Chase Bank, N.A.  
Key Bank  
PNC Bank  
TD Bank  
US Bank National Association  
Wells Fargo Bank, N.A.

**Bankruptcy Judges and Staff for Eastern District of Virginia –Richmond Division Bankruptcy Court**

Chief Judge Frank J. Santoro  
Honorable Kevin R. Huennekens  
Honorable Brian Kenney  
Honorable Keith L. Phillips  
Honorable Klinette H. Kindred  
Honorable Stephen C. St. John  
William C. Redden, Clerk of Court

**Bondholders/Noteholders/ Indenture Trustees**

Anchorage Capital Group, L.L.C.  
Angelo Gordon  
Antora Peak Capital, LLC  
Citadel Advisors, on behalf of Citadel Equity Fund Ltd.  
Davidson Kempner Capital Management LP, on behalf of certain of its affiliated investment funds  
FS Global Advisor, LLC, on behalf of FS Global Credit Opportunities Fund  
FS Global Credit Opportunities Fund  
GSO Capital Partners LP  
LibreMax Capital, LLC  
U.S. Bank National Association

**Contract Counterparties**

Aetna Inc. (“Aetna”)  
American Express  
Anthem, Inc. (“Anthem”)  
Automatic Data Processing, Inc. (“ADP”)  
Blue Cross Blue Shield Association  
CVS Caremark  
Depository Trust Company  
Discover  
Express Scripts Inc.  
MasterCard

Metlife, Inc. / Metropolitan Life Insurance Company  
PayPal  
Prudential Insurance Company of America  
Visa  
VSP Global / VSP Vision Care  
WageWorks

**Current Officers and Directors**

**Current Officers**

Harley Traven  
Jan Singer  
Jeremy Brooks  
Libby Wadle  
Lisa Greenwald  
Lynda Markoe  
Maria Di Lorenzo  
Michael Nicholson  
Vincent Zanna  
Neal Goldman

**Current Officer – Affiliations**

ANN, Inc.  
Club Monaco  
Kate Spade & Company.  
Nike, Inc.  
Spanx, Inc.  
Victoria's Secret Lingerie at L Brands, Inc.

**Current Directors**

Chad Leat  
Jack Weingart  
James Coulter  
Jonathan D. Sokoloff  
Michael Solomon  
Richard Feintuch  
Seth Farbman  
Neal Goldman  
D.J. "Jan" Baker

**Current Directors – Affiliations**

Advantage Solutions, Inc.  
Arrow Group Industries  
AT&T Wireless  
Authentic Brands Group  
BAWAG P.S.K  
Big 5 Sporting Goods  
BJ's Wholesale Club  
Calvin Klein  
Carr-Gottstein Foods Co.  
Chanel  
Chobani  
Cirque du Soleil  
Citigroup, Inc.  
Container Store Group, Inc.(the)

Creative Artists Agency  
Dashlane, Inc.  
David's Bridal  
Diamond Triumph Auto Glass  
Dollar Financial Group, Inc.  
Evolution Media Growth Partners, LLC  
Gap, Inc.  
Global Indemnity PLC  
Goldman, Sachs & Co.  
Hamburg Commercial Bank  
IMS Health Inc.  
Jetro Cash & Carry Inc.  
Jo-Ann Stores Inc.  
Kate Spade & Company.  
Latham & Watkins LLP  
Leonard Green & Partners, L.P.  
MC Sporting Goods  
Neiman Marcus Group, Inc. (the)  
Nike, Inc.  
Ogilvy & Mather  
Pace Holdings Corp.  
Paceline Holdings Corp., (a TPG affiliate)  
PDC Brands  
Petco Animal Supplies, Inc.  
PGT Innovations, Inc.  
Philz Coffee, Inc.  
Phoenix Scientific, Inc.  
Prada  
Prospect Medical Holdings, Inc.  
Pure International  
Reebok  
Rite Aid  
Rival Manufacturing Co.  
Rodan + Fields, LLC  
Shake Shack, Inc.  
Signet Jewelers Limited  
Spanx, Inc.  
Spotify, Inc.  
The Brickman Group  
The Rise Fund  
The Tire Rack  
Thrifty PayLess Holdings  
Topshop/Top Man Limited  
Tourneau  
TPG Capital  
TPG Funding  
TPG Global  
TPG Pace Holdings Corp.  
Tuboscope  
Union Square Hospitality Group  
Vans  
Varsity Brands  
Verizon Wireless  
Victoria's Secret Lingerie at L Brands, Inc.  
White Cap Industries  
Whole Foods Market

**Debtors' Professionals**

AlixPartners  
Hilco Real Estate LLC  
Hunton Andrews Kurth LLP  
KPMG LLP  
Lazard  
Omni Agent Solutions  
Quinn Emanuel Urquhart & Sullivan LLP  
Weil, Gotshal & Manges LLP

**Former Officers and Directors**

**Former Directors**

Carrie Wheeler  
Jim Brett  
John Danhaki  
Millard Drexler  
Stephen Squeri

**Former Officers**

Aaron Rose  
Adam Brotman  
Jim Brett

**Insurance/Insurance Provider/Surety Bonds**

ACE  
ACE - Huatai Property & Casualty  
AIG  
Allianz  
Allianz Global Corporate & Specialty  
Allianz Global Risk US Insurance Company  
AON  
Argo Group US, Inc.  
Argonaut Insurance Company  
AXA X.L. America, Inc.  
Axis Insurance Company  
Beazley Insurance Company, Inc.  
Berkley Insurance Company  
C.N.A.  
C.V. Starr  
Canopus Insurance Services  
Chubb Group of Insurance Companies  
CNA Financial Insurance  
Continental Casualty Company  
Endurance American Insurance Company  
Evanston Insurance Company  
Freedom Specialty Insurance Company  
Great American Spirit Ins. Company  
Hiscox Insurance Company Inc.  
Hudson Insurance Company  
Illinois National Insurance Company  
Illinois National Insurance Company (AIG)  
Ironshore Indemnity Inc.  
Ironshore Insurance Services, LLC

Ironshore Specialty Insurance Co.  
Liberty Insurance Corporation  
Liberty Insurance Underwriters Inc.  
Markel American Insurance Company  
National Casualty Company  
National Union Fire Insurance Company of Pittsburgh, Pa.  
Nationwide  
Philadelphia Indemnity Insurance Company  
QBE Insurance Corporation  
Roanoke Insurance Group Inc.  
RSUI Indemnity Company  
Safety National (Tokio Marine & Nichido Fire Insurance Co., Ltd.)  
Safety National Casualty Corporation  
SOMPO International  
State National Insurance Company, Inc.  
U.S. Specialty (HCC)  
US Commercial Management Liability  
Westchester Fire Insurance Company  
Western World Insurance Company  
Willis Towers Watson  
XL Catlin  
XL Specialty Insurance Company  
Zurich American Insurance Company

**Landlords and Parties to Leases**

1040 Madison Inc.  
1200 Tenant Corp  
1237 ½ Wisconsin Avenue  
126 Greenwich Associates  
1448 Webward Avenue LLC  
1618 14th Street NW, LLC  
1716 Walnut Street LP  
1919 14<sup>th</sup> St LLC  
23 Cobb Island Drive LLC  
234 W LLC  
237 West Broadway Company LLC  
264 King Street LLC  
30 East 85<sup>th</sup> Street Company  
3700 Mckinney Ltd  
4645 Fashion Valley Mall  
4666 Shopping Center Associate  
4674 South Hills Village  
4676 Westchester Mall LLC  
4692 Spg Center LLC  
4693 Shops as St Johns LLC  
49 East 49<sup>th</sup> Street Corporation  
4919 Mayflower Cape Cod LLC  
4923 Mall at Northshore LLC  
50 Hudson LLC  
55 Water LLC  
730 Corporation  
7607 Woodland Hills Mall LLC  
900 North Michigan LLC  
932 N Rush LLC



A/R Retail LLC  
Abq Uptown LLC  
Acadia Realty Ltd. Partnership  
Acadia Realty Trust  
Aeonian Partners LP  
Ahc Washtenaw LLC  
Air Retail LLC  
Ala Moana Center Association  
Albina Management Company  
AMB Property  
Ambassador Crossing LLC  
American Assets Trust LP  
Amerishop Suburban LP  
AP Edgehill Village LLC  
AP Newbury Street Reit LLC  
Ararat Springs Inc.  
Arden Fair Associates LP  
Aronov Realty  
Arundel Mills Ltd. Partnership  
Asheville Retail Associates LLC  
Atlanta Outlet Shoppes LLC  
Atlantic City Associates #2 S1  
Aventura Mall Venture  
Bayer Properties  
Bedrock  
Bellevue Square Association, Inc.  
Benderson Development Co. Inc.  
Bentall Kennedy (U.S.) L.P.  
BF Wichita, LLC  
BJW Realty LLC  
Blatteis Realty  
BNY Mellon  
Boston Properties Limited  
Bow Street Realty LLC  
Bowman Mtp Center LLC  
BPP East Union LLC  
Bradley Real Estate  
Braintree Property Associates  
Bre Retail Residual Owner 1 LLC  
Brixmor Property Group  
Broadway at York Square  
Brookfield Property REIT, Inc.  
BV Centercal LLC  
Cadillac Fairview Corp. Ltd.  
CalPERS  
Cambridgeside Partners LLC  
Carolina Premium Outlets LLC  
Caruso Affiliated Holdings  
Causeway LLC  
CB Richard Ellis Investors  
CBL & Associates Ltd. Partnership  
CBL & Associates Properties Inc.  
CBL Shops at Friendly LLC  
CenterCal Properties  
Centro Properties Group  
Century City Mall LLC

CH Reality VII/R Nova Promenade  
Charlotte Outlets LLC  
Charlottesville Fashion Square  
Chelsea Pocono Finance LLC  
Chicago Premium Outlets  
Chino Dunhill Investors LLC  
CJ Segerstrom & Sons  
Clarksburg Premium Outlets  
CLPF CC Pavilion LP  
Coconut Point Town Center LLC  
Colorado Mills Mall Limited  
Columbus Outlets LLC  
Copley Place Associates LLC  
Coroc/Hilton Head I LLC  
Corte Madera Village LLC  
Country Club Plaza KC Partners  
CPBP VII Associates LP  
Cpt Louisville I LLC  
Craig Realty Group  
Crawfish LLC  
Crestview Hills Town Center, LLC  
Crown American Realty Trust  
CVM Associates Ltd. Partnership  
Dartmouth College  
David Adam Realty, Inc.  
DDR Corp  
Del Amo Fashion Center Operating  
Delshah Gansevoort 69, LLC  
Developers Diversified  
Developers Diversified Realty. (DDR Corp.)  
Development Diversified Realty Corp.  
Dolorita F Wallas Trust Uw  
DTZ  
Duke Realty  
Dunhill Partners, Inc.  
East Banc  
East Hampton 14 Main Street LLC  
Easton Town Center II LLC  
Eastview Mall LLC  
Edens Limited Partnership  
Edward Moore  
Elm Street Realty Associates  
Emporium Mall LLC  
Exeter Holdings LLC  
Factory Reit LLC  
Fairfax Co of Virginia LLC, commonly known as Fair Oaks Mall  
Fashion Centre Mall LLC  
Fashion Outlets at Foxwoods LLC  
Federal Realty Investment Trust  
Federation Limited  
Feil  
First Industrial Realty Trust  
Forbes Cohen Florida Properties  
Forbes Taubman Orlando LLC  
Forest City Enterprises Inc.  
Four State Properties LLC

FR Westgate Mall LLC  
Frit San Jose Town & Country  
Fritz Farm Retail Company LLC  
FSH Associates LP  
Galleria Mall Investors LP  
Gargen Commercial Properties  
Gateway Knollwood LLC  
Gateway Square LLC  
Gateway Woodside Inc.  
General Growth Properties (GGP)  
GFM LLC  
GGP CPP Plaza Frontenac LLC  
Gilroy Premium Outlets LLC  
Glimcher Realty Trust  
GPT Longmeadow LLC  
Grand Prairie Premium Outlets  
Grapevine Mills Mall Limited  
Green Hills Mall TRG LLC, commonly known as The Mall at Green Hills  
Grove City Factory Shops LP  
Grove Property Fund  
Gulf Coast Factory Shops  
Gulfport Factory Shops  
Hamilton Place Mall General  
Harbor East Management Group  
Harbor East Parcel D Retail 2  
Hartleywood Holdings Ltd  
Haywood Mall  
Heitman Capital Management LLC  
Help II LLC  
HG Galleria LLC  
Hgreit II Edmonson Road LLC  
Highland Village Limited Partnership  
Highwoods Properties  
Hilldale Shopping Center LLC  
HOC Partners I LLC  
Honeydo Family LLC  
Horizon  
Howard Hughes  
HRC Corporation  
HSA Commercial Real Estate  
IMI Colorado Springs LLC  
IMI Grand Prairie LLC  
IMI MSW LLC  
ISBI Susquehanna LLC  
Ivanhoe Cambridge  
Jamestown Commercial Management  
Jamestown PCM Master Tenant LP  
Jamestown Premier Berkeley  
Jemals Atlantic LLC  
Jenel Management Corp.  
Jersey Shore Premium Outlets  
Jones Lang LaSalle  
JPPF DC Holding Reit Inc.  
Keener Management, Inc.  
Keil Sonoma Corporation  
Keystone Floriday Property

Kierland Commons Investment LLC  
Kimco Realty Corp  
Kimco Realty Corporation  
Kimco Realty Group  
King of Prussia Associates, c/o Kravco Simon Company  
Kite Realty Group  
Kittery Premium Outlets LLC  
KMO-361 Manhasset LLC  
Kravco  
KRE Colonie Owner LLC  
KRG Rivers Edge LLC  
La Cantera Retail Ltd. Partners  
Lahan Capital Group LLC  
Lake & Ashland LLC  
Las Vegas North Outlets LLC  
LaSalle Investment Management  
LaSalle Partners Inc.  
Lebcon Associates Ltd  
Leeds Retail Center LLC  
Legacy Place Properties LLC  
Legacy West Investors LP  
Liberty Place Retail Associates  
Lighthouse Place Premium Outlets  
Little Rock Development Co. LLC  
Livermore Premium Outlets LLC  
Louisville Outlet Shoppes LLC  
LRC Northway Mall Acquisitions LLC  
Macerich  
Macerich HHF Broadway Plaza LLC  
Madison Marquette  
Mall at Concord Mills Limited  
Mall at Katy Mills LP  
Mall at Potomac Mills LLC  
Mall at Summit LLC  
Market Street Retail South LLC  
Mayfair  
McKay Investment Company, LLC  
MCP English Village LLC  
Mept Edgemont Operating LP  
Merrick Park LLC  
Merrimack Premium Outlets  
Metropolitan Transportation Authority (New York, NY)  
Mid-South Outlet Holdings LLC  
Midway CC Venture I LP  
Midway Management  
Mills - SPG  
Mills Corporation  
Milpitas Mills Limited Partner  
Miromar Outlet West LLC  
MOAC Mall Holdings LLC  
Montgomery Mall Owner LLC  
MPH Pacific Place LP  
Ned Little Rock LLC  
New England Development  
New Plan Excel Realty Trust  
North 6<sup>th</sup> Street Dry Goods LLC

North 6<sup>th</sup> Street Realty LLC  
North American Properties  
NorthPark Development Company  
NorthPark Merchants Assoc.  
Northpark Partners, LP  
Northwest Atlantic  
Northwood PL A, L.P.  
O.V.P. Management, Inc.  
Oak Brook Urban Venture LP  
OCF Holdings LLC  
O'Connor Property Management  
OK City Outlets LLC  
Old Orchard Urban Limited  
Olshan Properties  
Omaha Outlets SPE, LLC  
Ontario Mills LP  
Opry Mills Mall LP  
Outlet Mall of Savannah LLC  
Outlets at Traverse Mountain  
Pacific Premier Retail Trust  
Pagosa Partners II, Ltd.  
Palm Beach Outlets I LLC  
Palmer Square Ltd. Partnership  
Palmer Square Management  
Pembroke Square Associates LLC  
Penn Ross Joint Venture  
Penn Square Mall Ltd. Partnership  
Peoria New Mall LLC  
Perimeter Mall LLC  
PES Partners LLC  
Petra Properties LLC  
Philadelphia Premium Outlets  
Phoenix Premium Outlets LLC  
Pioneer Property Partners  
Pittsford Plaza SPE LLC  
Plaza Las Américas, Inc, Empresas Fonalledas, Inc.  
Pleasant Prairie Premium Outlets  
PPSA LLC  
PR Woodland Ltd. Partnership  
PREIT Associates LP  
PREIT Services, LLC, as agent for Cherry Hill Center, LLC  
PREIT Services, LLC, as agent for WG Park, L.P.,  
Premium Outlets Partners LP  
Prime Retail  
Principal Life Insurance Co  
PRISA LHC LLC  
Prologis  
Pyramid Walden Company LP  
R.D. Management Corp.  
RCPI Landmark Properties L.L.C.  
RED Development  
Regency Centers  
Related  
Renaissance at Colony Park LLC  
Retail Properties of America  
Retail Value Investment Program

Riggs Associates LLC  
Riverside Square Ltd. Partnership  
Rosedale Center  
Roseville Fountains LP  
Round Rock Premium Outlets LLC  
Rouse Properties, Inc.  
Rouse Providence LLC  
Route 35 Shrewsbury Limited  
RPAI Southwest Management LLC  
RPAI US Management LLC  
RPL Fig Garden LP  
RREEF  
S.R. Weiner & Associates  
SA Galleria IV LP  
Saint Louis Galleria LLC  
San Marcos Premium Outlets LP  
Santo Del Sur, LLC  
Saul Holdings Ltd. Partnership  
Sawgrass Mills Phase II LP  
SCG City Centre One LLC  
Scottsdale Fashion Square  
Segerstrom family  
Settlers R1 Inc.  
Seven Hundred Realty Corp  
Sherman Oaks Fassion Assoc LP  
Shops at Mission Viejo LLC  
Shops at Summerlin North LP  
Short Hills Associates LLC, commonly known as The Mall at Short Hills  
Short Pump Town Center LLC  
Silver Sand GL I LLC Mall  
Simon – SPG  
Simon Preit Gloucester  
Simon Property Group, Inc. and affiliates,  
Simon Property Group. (SPG)  
Somerset Collection Limited  
Sony Corporation  
South Coast Plaza  
Southdale Center LLC  
St Johns Town Center 2  
St Louis Premium Outlets  
Stanberry Development, LLC  
Star West Franklin Park Mall  
Stark Enterprises  
Starwood Heller  
Steiner & Associates  
Stoneridge Properties LLC  
Street Retail Inc.  
Street Retail West 3 LP  
STRS L3 ACQ1, LLC  
Super Regional Malls Operating  
T Westbrook Center LLC  
Tampa Premium Outlets LLC  
Tampa Westshore Associates Limited Partnership, commonly known as International Plaza,  
Tanger National Harbor LLC  
Tanger Outlet Centers  
Tanger Properties Limited

Taubman  
TB Mall at UTC LLC  
T-C Forum at Carlsbad LLC  
TCB Mayfair I LLC  
Templeton Doc Limited Partnership  
The Americana at Brand LLC  
The Cafaro Co.  
The Cordish Co.  
The Domain Mall LLC  
The Fountains at Farah, LP  
The Greene Town Center LLC  
The Inland Real Estate Group of Cos.  
The Macerich Co.  
The Peterson Companies  
The Pyramid Companies  
The Retail Property Trust  
The Richard E. Jacobs Group Inc.  
The Roseville Fountains, L.P.  
The Rouse Co.  
The Shops at Saddle Creek Inc.  
The Simpson Organization, Inc.  
Thruway Shopping Center LLC  
TIAA-CREF  
Times Square Limited  
Tishman Speyer  
TM Macarthur Center LP  
T-O Ventures LLC  
TPF Equity Reit Operating  
Trademark  
Triple Five Group  
TSG Cherterfield Lifestyle LLCTSO Vero Beach LP  
TSO Warehouse Row Property Own  
Tucson Premium Outlets LLC  
Turnberry Associates  
Twin Cities Outlets Eagan LLC  
TWMB Associates LLC  
Tysons Corner LLC  
Unibail-Rodamco-Westfield  
Unico Partners I Reit LLC  
University Park Mall LLC  
University Village LP  
UPI 1505 Fifth LLC  
UPV Center LP  
Urban Edge Properties  
US-P-G Portfolio Five, LLC  
UTC Venture LLC  
Utica Square Shopping Center, Inc.  
Valley Fair UTC LLC  
Vanderbilt MPD Corp.  
Vornado Realty LP  
Vornado Realty Trust  
W/S/M Hingham Properties, LLC  
Walton Foothills Holdings VI, L.L.C.  
Walton Street Real Estate Funds  
Washington Prime Group  
Waterloo Premium Outlets LLC

Waterside Shops LLC  
Weingarten Realty  
WellsPark Group, Inc.  
West Clayton Athens GA Owner, LLC  
West Farms Mall LLC, commonly known as Westfarms  
Westcor Partners  
Westfield Corporation  
Westfield Group  
Westfield Topanga Owner LLC  
Westland Garden State Plaza  
Westmont Realty Partners  
WFP Retail Co. LP  
Wilmorite  
Wilson Canal Place II LLC  
Windham Management Company  
Wisconsin Dells Outlet Fee LLC  
W-LD Legends Holding VII LLC  
Woodburn Premium Outlets LLC  
WP Glimcher Inc.  
WRGUSA Vero Manager, LLC  
WS Asset Mgmt.  
W-S Peak Canton Properties LLC  
WS Tice's Corner Marketplace  
WSM Hingham Properties LLC  
Yale University

**Term Loan Lenders**

Acme Holdco Leveraged Solutions LLC  
Adams Mill CLO Ltd  
American Air Liquide Holdings Inc.  
Anchorage Capital CLO 11 LTD  
Anchorage Capital CLO 13 LTD  
Anchorage Capital CLO 14 LTD  
Anchorage Capital CLO 1R LTD  
Anchorage Capital CLO 2013 1 LTD  
Anchorage Capital CLO 2018 10 LTD  
Anchorage Capital CLO 3R LTD  
Anchorage Capital CLO 4R LTD  
Anchorage Capital CLO 5R LTD  
Anchorage Capital CLO 6 LTD  
Anchorage Capital CLO 7 LTD  
Anchorage Capital CLO 8 LTD  
Anchorage Capital CLO 9 LTD  
Anchorage Capital Master Offshore Ltd  
Anchorage Credit Funding 1 LTD  
Anchorage Credit Funding 10 LTD  
Anchorage Credit Funding 2 LTD  
Anchorage Credit Funding 3 LTD  
Anchorage Credit Funding 4 LTD  
Anchorage Credit Funding 5 LTD  
Anchorage Credit Funding 6 LTD  
Anchorage Credit Funding 7 LTD  
Anchorage Credit Funding 8 LTD  
Anchorage Credit Funding 9 LTD  
Antora Peak Credit Opportunities Fund LP  
Antora Peak SPV Holdings LLC



Apex Credit Partners LLC FD  
Apidos CLO X  
Apidos CLO XI  
Apidos CLO XII  
Apidos CLO XV  
Apidos CLO XVIII R  
Apidos CLO XX  
Apidos CLO XXI  
Apidos CLO XXII  
Apidos CLO XXIII  
Apidos CLO XXIV  
Apidos CLO XXIX  
Apidos CLO XXV  
Apidos CLO XXVI  
Apidos CLO XXVII  
Apidos CLO XXVIII  
Apidos CLO XXX  
Apidos CLO XXXI  
Apidos CLO XXXII  
Bell Atlantic Master Trust by Credit Value Partners  
Bank of America Merrill Lynch  
Canadian Fixed Income Pool  
Catamaran CLO 2013 1 Ltd  
Catamaran CLO 2014 1 Ltd  
Catamaran CLO 2015 1 Ltd  
Cede & Co.  
CI Income Fund  
CI US Income US Pool  
Citibank NA  
Commander Navy Installations Command Retirement Trust  
Corbin Erisa Opportunity Fund Ltd  
Credit Value Master Fund IV A1 LP  
Credit Value Master Fund IV B LP  
CVC Credit Partners Global Yield Master LP  
Deutsche Bank AG Cayman Islands  
DWS Gloating Rate Fund  
ECP CLO  
Fengenco BV2 Qualified NDT  
Fengenco Perry 1 Qualified NDT  
Flagship CLO VIII Ltd  
Flagship VII Limited  
FS Global Credit Opportunities Fund  
Fyrkat Designated Activity Company  
BofA  
Goldman Sachs Bank USA  
Goldman, Sachs & Co.  
Green Equity Investors Side V, L.P.  
Green Equity Investors V, L.P.  
Gracie Alpha Core Master Fund LP  
Gracie Credit Opportunities Master Fund LP  
GSO Credit Alpha II Trading Cayman  
GSO Credit Alpha Diversified Alternatives LP  
GSO Credit Alpha Trading Cayman LP  
Guidewell Group Inc.  
Health Options Inc.  
HSBC Bank PLC

HSBC Bank USA, National Association  
IAM National Pension Fund  
IG Putnam US High Yield Income Fund  
III Term Credit Hub Fund Ltd  
JFIN CLO 2014 Ltd  
JPMorgan Chase Bank, N.A.  
Kentucky Teachers Retirement System Insurance Trust Fund MEI  
Leonard Green & Partners, L.P.  
LGP Chino Coinvest LLC /  
Libremax Master Fund Ltd  
Libremax OC Master Fund Ltd  
Logan Circle Partners Funds PLC Multi Sector Fixed Income Fund  
Lord Abbett Bank Loan Trust  
Lord Abbett Credit Opportunities Fund  
Lord Abbett Floating Rate Senior Loan Fund Ltd  
Lord Abbett High Yield Core Trust II  
Lord Abbett Investment Trust High Yield Fund  
Lord Abbett Investment Trust  
Lord Abbett Floating Rate Fund  
Lord Abbett Passport Portfolio  
Lord Abbett Global High Yield Fund  
Lord Abbett Passport Portfolio PLC  
Lord Abbett High Yield Fund  
MAN GLG US CLO 2018 1 LTD  
MAN GLG US CLO 2018 2 LTD  
Marble Ridge Master Fund LP  
MBD 1 LTD  
Melody Special Opportunities Master Fund LP  
Merrill Lynch, Pierce, Fenner & Smith Incorporated  
Midtown Acquisitions LP  
Mizuho Corporate Bank, Ltd.  
Mizuho Securities  
Morgan Stanley  
NHB Bank of America Distressed Trade  
Nomura Global Manager Select  
Nyliac General Credit Value Partners  
P Gracie Ltd  
PCI Fund LLC  
Public Service New Mexico  
Rapax OC Master Fund Ltd  
Redwood Master Fund Ltd  
Renaissance US Dollar Corporate Bond Fund  
Saranac CLO III Limited  
Saranac CLO VII Limited  
Serengeti Multi Series Master LLC  
Silvermore CLO Ltd  
Sticht Berdijfstakpens VH Beroepvervoer  
Sumitomo Mitsui Banking Corporation  
SunTrust Bank  
SunTrust Robinson Humphrey  
TD Bank, N.A.  
Teachers Retirement System of Kentucky  
TPG Capital BD, LLC  
TPG Capital, L.P.  
TRS Oak II Ltd  
Venture 35 CLO Ltd

Venture VI CDO Limited  
Venture XII CDO Limited  
Venture XIII CDO Limited  
Venture XIV CDO Limited  
Venture XIX CDO Limited  
Venture XV CDO Limited  
Venture XVI CDO Limited  
Venture XVII CDO Limited  
Venture XVIII CDO Limited  
Venture XX CDO Limited  
Venture XXI CDO Limited  
Venture XXII CDO Limited  
Venture XX CDO Limited  
Voya CLO 2012 4 LTD  
Voya CLO 2013 1 LTD  
Voya CLO 2013 2 LTD  
Voya CLO 2013 3 LTD  
Voya CLO 2014 1 LTD  
Voya CLO 2014 1 LTD  
Voya CLO 2014 2 LTD  
Voya CLO 2014 3 LTD  
Voya CLO 2014 4 LTD  
Voya CLO 2015 1 LTD  
U.S. Bank National Association  
Wells Fargo Bank, National Association  
Wells Fargo Capital Finance, LLC  
Wells Fargo Securities, LLC  
Wilmington Savings Fund Society, FSB

**ABL Lenders**

Bank of America, N.A.  
Goldman Sachs Bank USA  
HSBC Bank USA, National Association  
MUFG Union Bank, N.A.  
TD Bank, N.A.  
U.S. Bank National Association  
Wells Fargo Bank, National Association

**Litigation Counterparties/Litigation Pending Lawsuits (includes threatened litigation)**

Ahmed Kamal  
Aine Fisico  
Anita Parker  
B.H., by Her Mother and Natural Guardian, Perele Horowitz  
Carolyn C. Rice  
Ceaira K. Watkins  
Center for Environmental Health  
Craig Reality Group-Silverthorne, LLC  
Eastview Mall, LLC  
Eaton Vance Management & Highland Capital Management LP  
Eaton Vance Management  
Elizabeth Ray  
Fanny Fernandez  
Highland Capital Management and certain affiliated funds  
Himelda Mendez  
Hope Elly  
Jennifer K. Briggs

Maisie J. Bordini  
Manuel Mejia  
NYC Consumer Affairs  
OK City Outlets, LLC  
Peterson Puritan, Inc. Superfund Site  
Safeway Industries, Inc. a/k/a Safeway Wrecking Corp.  
Shefali Algoo  
The Great Incorporated  
Wesley N. Martin

**Non-Debtors Professionals**

Latham & Watkins LLP  
Milbank LLP  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
Whiteford, Taylor & Preston, LLP  
PJT Partners  
Ropes & Gray LLP  
Tavener & Beran, PLC

**Ordinary Course Professionals**

Akin Gump Strauss Hauer & Feld LLP  
Allure Sourcing Ltd  
Aon Risk Services Northeast Inc.  
Automatic Data Processing  
Baker and McKenzie LLP  
Bortstein Legal LLC  
Conn Maciel  
Cowan Leibowitz & Latman PC  
Daryani  
Deloitte Consulting LLP  
Deloitte Tax LLP  
Denittis Osefchen Prince PC  
Dentons LLP  
DLA Piper  
Epstein Becker  
FTI Consulting Inc.  
FTPA  
JND Legal Administration  
Keane  
Kirkland & Ellis LLP  
Krugliak, Wilkins  
Littler  
Luen Thai Overseas Macao Commercial Overseas Company Ltd.  
McKinsey & Company Inc.  
Morrison Cohen LLP  
Perkins Coie  
Perlman & Perlman  
Ropes & Gray  
Ryan LLC  
Sage Law Group  
Sedgwick Claims Management Services  
Sidley Austin LLP  
Taylor Vinters

**Other Secured Parties (letters of credit/ issuers of letters of credit)**

HSBC Bank USA, N.A.  
MUFG Bank, Ltd.

**Regulatory and Government (federal, state, and local)**

Internal Revenue Service (the)  
United States Attorney's Office for the District of Virginia (the)  
Securities and Exchange Commission (the)  
Consumer Protection Division  
Moody's Investors Service, Inc.

**State Consumer Protection Authorities**

State of Alabama Consumer Protection Division  
State of Arizona Consumer Information and Complaints  
State of Arkansas Consumer Protection Division  
State of California Consumer Information Division  
State of Colorado Consumer Protection Section  
State of Connecticut Consumer Protection Division  
State of Delaware Consumer Protection Division  
District of Columbia Consumer Protection Division  
State of Florida Consumer Protection Division  
State of Georgia Consumer Protection Division  
State of Hawaii Consumer Protection Division  
State of Idaho Consumer Protection Division  
State of Illinois Consumer Fraud Bureau  
State of Indiana Consumer Protection Division  
State of Iowa Consumer Protection Division  
State of Kansas Consumer Protection Division  
State of Kentucky Consumer Protection Division  
State of Louisiana Consumer Protection Section  
State of Maine Consumer Protection Division  
State of Maryland Consumer Protection Division  
Commonwealth of Massachusetts Consumer Protection Division  
State of Michigan Consumer Protection Division  
State of Minnesota Consumer Services Division  
State of Mississippi Consumer Protection Unit  
State of Missouri Consumer Protection Unit  
State of Nebraska Consumer Protection Division  
State of Nevada Consumer Protection Division  
State of New Hampshire Consumer Protection and Antitrust Bureau  
State of New Jersey Consumer Affairs Division  
State of New Mexico Consumer Protection Division  
State of New York Consumer Protection Division  
State of North Carolina Consumer Protection Division  
State of Ohio Consumer Protection Section  
State of Oklahoma Consumer Protection Division  
State of Oregon Financial Fraud/Consumer Protection Section  
State of Pennsylvania Bureau of Consumer Protection  
State of Rhode Island Consumer Protection Division  
State of South Carolina Consumer Protection Division  
State of Tennessee Consumer Affairs Division  
State of Texas Consumer Protection Division  
State of Utah Consumer Protection Division  
State of Vermont Consumer Protection Division  
State of Virginia Consumer Protection Section  
State of Washington Consumer Protection Division

State of Wisconsin Consumer Protection Division

**Significant Competitors**

Abercrombie & Fitch Co.  
American Eagle Outfitters, Inc.  
Ascena Retail Group, Inc.  
Chico's FAS, Inc.  
The Gap, Inc.  
Guess, Inc.  
L Brands, Inc.  
Capri Holdings, Ltd.  
Nordstrom, Inc.  
Ralph Lauren Corp.  
Tapestry, Inc.  
Under Armour, Inc.  
Urban Outfitters, Inc.

**Significant Shareholders**

Anchorage Advisors Management, L.L.C.  
Anchorage Capital Group, L.L.C.  
Anchorage Capital Master Offshore Ltd  
Anchorage Offshore  
Blackstone Group Management L.L.C.  
Blackstone Holdings I L.P.  
Blackstone Holdings I/II GP Inc.  
Blackstone Holdings II L.P.  
GEI Capital V, LLC  
Goldman Sachs & Co.  
Goldman Sachs & Co. LLC  
Green Equity Investors Side V, L.P  
Green Equity Investors V, L.P  
GSO Advisor Holdings L.L.C.  
GSO Aiguille Des Grands Montets Fund I LP  
GSO Aiguille Des Grands Montets Fund II LP  
GSO Aiguille Des Grands Montets Fund III LP  
GSO Capital Partners LP  
GSO Churchill Partners LP  
GSO Credit Alpha Trading (Cayman) LP  
GSO Credit-A Partners LP  
GSO Harrington Credit Alpha Fund (Cayman) LP  
Leonard Green & Partners, L.P. and affiliates  
LGP Associates V LLC  
LGP Chino Coinvest LLC  
Millard S. Drexler  
PCI Fund LLC  
Peridot Coinvest Manager LLC  
The 2012 Drexler Family GST Trust f/b/o Alexander Drexler  
The 2012 Drexler Family GST Trust f/b/o Katherine Drexler  
The Blackstone Group L.P.  
The Drexler 2008 Family Trust f/b/o Alexander Fischman Drexler  
The Drexler 2008 Family Trust f/b/o Katherine Elizabeth Fischman Drexler  
The Drexler 2014 Family Trust No. 2 f/b/o Katherine Elizabeth Fischman Drexler  
The Drexler Family Revocable Trust  
The Goldman Sachs Group, Inc.

TPG Capital, L.P. and affiliates  
TPG Chinos, L.P.

**Sponsors**

Green Equity Investors Side V, L.P.  
Green Equity Investors V, L.P.  
Leonard Green & Partners, L.P.  
LGP Chino Co-Invest LLC  
TPG Capital, L.P.  
TPG Capital, LP  
TPG Chinos Co-Invest, L.P.

**Taxing Authorities**

**Federal Taxing Authorities**

Internal Revenue Service (the)

**Local Taxing Authorities**

Asheville, North Carolina  
Lynchburg, Virginia  
NYC Department of Finance

**State Taxing Authorities**

Alabama Department of Revenue  
Arizona Department of Revenue  
Arkansas Department of Finance and Administration  
California State Board of Equalization  
Colorado Department of Revenue  
Connecticut Department of Revenue Services  
Delaware Division of Revenue  
District of Columbia Consumer Protection Division  
Florida Department of Revenue  
Georgia Department of Revenue  
Hawaii Department of Taxation  
Idaho State Taxation Commission  
Illinois Department of Revenue  
Indiana Department of Revenue  
Iowa Department of Revenue and Finance  
Kansas Department of Revenue  
Kentucky Department of Revenue  
Louisiana Department of Revenue  
Maine Revenue Services  
Maryland State Comptroller  
Massachusetts Department of Revenue  
Michigan Department of Treasury  
Minnesota Department of Revenue  
Mississippi Department of Revenue  
Missouri Department of Revenue  
Nebraska Department of Revenue  
Nevada Tax Commission  
New Hampshire Department of Revenue Administration Unit  
New Jersey Division of Taxation  
New Mexico Taxation and Revenue Department  
New York Department of Taxation & Finance

North Carolina Department of Revenue  
Ohio Department of Taxation  
Oklahoma Tax Commission  
Oregon Department of Revenue  
Pennsylvania Department of Revenue  
Rhode Island Department of Revenue  
South Carolina Internal Revenue Service  
Tennessee Revenue Services  
Texas Comptroller Office  
Utah State Tax Commission  
Vermont Department of Taxes  
Virginia Department of Taxation  
Washington Department of Revenue  
Wisconsin Department of Revenue

**Top 100 Unsecured Creditors**

Addmerit International Limited  
Adidas Sales Inc.  
ADS Alliance Data Systems Inc.  
AK Sourcing Limited  
Alliance Store Fixtures Inc.  
Aquarelle Clothing Limited  
Arvind Limited  
Bank of America  
BBase IDG Limited  
Brightime International Limited  
Carolina Logistic Services LLC  
Cass Information System Inc.  
Centex Fabrics Export Unit  
Chin Ho Knitting Factory Ltd  
China Ting Garment Mfg. (Group)  
Chinamine Trading Limited  
Circa of America LLC  
Color-X Inc.  
Construction One Inc.  
Cosmic Gear Limited  
D and J International Limited  
Dalian Moda Fashion Co. Ltd  
Dalian Yangerte Garment  
Datapipe Inc.  
David Nice Builders Inc.  
Delta Bogart Lingerie Ltd.  
Designer Plus SRL Unipersonale  
Dragon Yu Bag MFG Co. Ltd.  
Fashion Accessories  
Federal Merchandising Inc.  
First Glory Limited  
Flo-Tech LLC  
Fortune Cathay Trading Limited  
Gaurav International  
Global Shoes SARL  
H Kuntzler Industria DE  
Hana Financial Inc.  
Hing Shing Looping Manufacturing  
Hoi Meng Sourcing



Hongkong Sales Ltd.  
Int SA  
ISP Painting Inc.  
Jade Knitting & Garment Factory  
Jiing Sheng Knitting Co. Ltd.  
Kepler Group LLC  
Knit Sources International Ltd.  
KNT Limited  
KPMG LLP  
Kyung Seung Co. Ltd.  
Luen Thai Overseas Macao  
Luen Thai Overseas Macao Commercial Overseas Company Ltd.  
M&V Macao Comm Off Ltd.  
Man Yan Garment Textiles Co. Ltd.  
Manchu Times Fashion Limited  
Manhattan Associates Inc.  
Mavacon USA LLC  
MGF Sourcing US LLC  
Nam Dinh Garment Joint Stock Co.  
New Balance Athletic Shoe Inc.  
New Fashion Products Inc.  
New Tex Co. Ltd.  
Noble Industry Co. Ltd.  
Ocean Fast International Ltd.  
Ody Accessories  
Ones Company Ltd.  
Oracle America  
Pan Pacific Co. Ltd.  
Paqueta Calcados Ltda.  
Parawin Industries Limited  
PMG Worldwide LLC  
Pro Sports Giao Thuy JSC  
Profits Fund Fashion  
R K Industries IV  
Rackspace US Inc.  
Rexel Inc.  
RGM Fashion Ltd.  
Richa Global Exports Pvt Ltd.  
Riches Galore Ltd.  
Rio Apparel HK Ltd.  
Saitex International Dong Nai  
Salesforce.com Inc.  
Shun Seng Hop Yick Company Ltd.  
South Pacific Fashions Ltd.  
Sterling Apparel Ltd.  
Style Fashion Trading Limited  
Superl Holdings Limited  
Suy Co. Ltd.  
Tainan Enterprises Co. Ltd.  
Texma International Co. Ltd.  
Tien-Hu Trading (Hong Kong) Ltd.  
United Infinite Corp Taiwan Branch  
United Textile Inc. Taiwan Branch  
Universal E Business Solutions LLC  
UPS  
US Apparel & Textiles Pvt. Ltd.

Vans  
Victory International Inc.  
WHL Sourcing & Manufacturing Ltd.  
Winner Step Corp Ltd.  
Wooin Industries Ltd.  
Zhejiang Fortune Apparel Co. Ltd.

**Top 30 Unsecured Creditors (attached to petition)**

Aquarelle Clothing Limited  
China Ting Garment Mfg. (Group)  
Cosmic Gear Limited  
D and J International Limited  
Deloitte Consulting  
Deloitte Tax LLP  
Eaton Vance Management c/o Brown Rudnick LLP  
Fashion Accessories  
First Glory Limited  
Gaurav International  
Hing Shing Looping Manufacturing  
Hoi Meng Sourcing  
KNT Limited  
Kyung Seung Co Ltd.  
Luen Thai Overseas Macao  
Manchu Times Fashion Limited  
Pan Pacific Co .Ltd.  
Pro Sports Giao Thuy JSC  
R K Industries IV  
RGM Fashion Ltd.  
Rio Apparel HK Ltd.  
Saitex International Dong Nai  
Sterling Apparel Ltd.  
Suy Co. Ltd.  
Texma International Co. Ltd.  
Tien-Hu Trading (Hong Kong) Ltd  
United Infinite Corp Taiwan Branch  
UPS  
Victory International Inc.  
Wilmington Savings Fund Society, FSB

**UCC Lien Search Results**

Bank of America, N .A.  
Canon Financial Services, Inc.  
CCA Financial LLC  
Noreast Capital Corporation  
Raymond Leasing Corporation  
U.S. Bank National Association  
Wilmington Savings Fund Society, FSB

**United States Trustee and Staff for the Eastern District Virginia Richmond Division**

John P. Fitzgerald III, Acting United States Trustee  
Kenneth N. Whitehurst, III, Assistant United States Trustee  
Cecelia A. Weschler  
Harry W. Acevedo

Ilene M. Sims  
Jack I. Frankel  
Jay W. Legum  
Joseph Guzinski  
June E. Turner  
Kathryn R. Montgomery  
Margaret Bloom  
Mark E. Steven  
Martha J. Watson  
Nicholas S. Herron  
Paula F. Blades  
Peggy T. Flinchum  
Shannon F. Pecoraro  
Sheryl D. Wilson  
Theresa E. McPherson

**Utility Providers/Utility Brokers**

23 Cobb Island Drive Llc  
30 East 85th Street Co.  
3700 Mckinney Master Condo Associ  
A/R Retail LLC  
Abes Trash Service, Inc  
ACC Water Business  
Action Environmental Services  
AHC Washtenaw, LLC  
Alabama Power  
All States Easton Services  
All States Mall Services II  
All States Services  
Allstream Business Inc  
Alpha Waste Industries  
Ameren Illinois  
Ameren Missouri  
Anytime Waste Systems  
Apex Billing Solutions  
Appalachian Power  
APS  
Aquarion Water Company of CT  
Aquarion Water Company of MA  
Asheville Outlets  
AT&T  
Athens Services  
Atlantic City Associates Llc Number 2  
Atlantic City Electric  
Atmos Energy  
ATT Glob Netw Svcs Hong Kong Ltd  
ATT Global Netw Svcs France SAS  
ATT Global Network Svcs UK BV  
ATT Global Services Canada CO  
ATT Mobility  
AW Billing Service LLC  
Baldwin EMC  
Bell Canada, Inc.  
Berkshire Gas Company  
BGE

BJW Realty LLC  
Black Hills Energy  
Blue Ridge Electric/NC  
Bluebonnet Electric Cooperative  
Board Of Public Works-Gaffney, SC  
Boro Wide Recycling - NY  
Borough Of Park Ridge, NJ  
BP Environmental Service, Inc  
BPP East Union LLC  
Braintree Electric Light Department  
BRASK MALL SERVICES  
BRASK MALL SERVICES I  
BRASK MALL SERVICES II  
Bright House Networks  
Caprock Waste - District 5114  
Casella Waste Services  
Centerpoint Energy  
Centerpoint Energy Minnegasco  
Central Hudson Gas & Electric CO  
Central Maine Power (CMP)  
Centurylink  
CH Realty Vii/R Nova Promenade LLC  
Charleston Water System  
Charter Communications  
Citizens Energy Group  
City Carting & Recycling  
City Creek Center Assoc. LLC  
City Of Ann Arbor Treasurer, MI  
City Of Asheville, NC  
City Of Austin, TX  
City Of Boca Raton, FL  
City Of Charlotte, NC  
City Of Charlottesville, VA  
City Of Frisco, TX  
City Of Germantown, TN  
City Of Grand Rapids, MI  
City Of Houston, TX  
City Of Lubbock Utilities, TX  
City Of Lynchburg, VA  
City Of Miami Beach, FL  
City Of Palo Alto Utilities, CA  
City Of Pasadena, CA  
City Of Philadelphia - Water Revenue, PA  
City Of Roseville, CA  
City Of Santa Monica, CA  
City Of Seattle/Seattle City Light  
City Of Tulsa Utilities  
City Of Winston-Salem, NC  
Classic Recycling New York Corp  
Clp-Spf Rookwood Commons, LLC  
Columbia Gas Of Kentucky  
Columbia Gas Of Massachusetts  
Columbia Gas Of Ohio  
Columbia Gas Of Virginia  
Com Ed  
Comcast

Con Edison  
Connecticut Natural Gas Corp (CNG)  
Conservice  
Consolidated Communications  
Constellation Newenergy  
Constellation Newenergy Inc  
Consumers Energy  
Corporate Services Consultants, LLC  
Coserv  
County Waste  
COX Business  
CP Commercial Delaware LLC  
CPBP-VII Associates, LP  
CPS Energy  
CPT Louisville I, LLC  
Crestview Hills Town Center LLC  
Cwpm, LLC  
D & D carting co. Inc  
DC Water And Sewer Authority  
DDR Deer Park Town Center, LLC  
Dead River Company  
Deer Park Enterprises, LLC  
Delmarva Power  
Direct Energy  
Dominion Energy  
Dominion Energy North Carolina  
Dominion Energy Ohio  
Dominion Energy South Carolina  
Dominion VA/NC Power  
DTE Energy  
Duke Energy  
Duke Energy Progress  
Duquesne Light Company  
Dynege Energy Services  
E.J. Harrison & Sons Inc.  
East richland co. P. S. D.  
Easton Town Center II, LLC  
Easton Town Center, LLC  
Eatel  
El Paso Disposal  
El Paso Electric  
Elizabethtown Gas  
Empire Stores  
Entergy Arkansas, Inc.  
Entergy Gulf States La, LLC  
Entergy louisiana, inc.  
Entergy mississippi, inc.  
Entergy New Orleans  
Entergy texas, inc.  
EPB - Electric Power Board-Chattanooga  
ERY Retail Podium Llc  
Eugene Water & Electric Board (EWEB)  
Evergy KS MO Metro MO West  
Eversource Energy  
Fairfax Company of Virginia LLC  
Fairpoint Communications Inc

Finocchio Brothers Sanitation, Inc.  
Flagg Creek Water Reclamation District  
Florida Power & Light Company (FPL)  
Fort Collins Utilities  
Frit San Jose Town & Country  
Frit-Assembly Row  
Frontier Communications  
Georgia Power  
Gila River Telecom Inc  
Grande Communications  
Granite Telecommunications  
Green Mountain Power Corporation  
Green Waste Mall Services  
Gulf Power  
Harbor East Parcel D Retail 2 LLC  
Hargray  
Hawaiian Electric Company (HECO)  
Hawaiian Telecom  
Hingham Municipal Lighting Plant  
Horry Telephone Cooperative  
Hotwire Business Solutions  
Idaho Power  
IEM Group Inc  
Illinois Power Marketing  
IMI Grand Prairie LLC  
Imi Msw LLC  
Indian River County Utilities, FL  
Indianapolis Power & Light (IPL)  
Intermountain Gas Company  
Intermountain Rural Electric Association  
Jackson Electric Membership Corp, GA  
Jamaica Ash & Rubbish Removal Co.  
Jamestown Premier Georgetown Park Corp  
Jefferson Parish, LA  
Jersey Central Power & Light  
Johns disposal service, inc.  
Johns Refuse Removal, Inc.  
JRM Hauling & Recycling  
Kansas City Board Of Public Utilities  
Kansas Gas Service  
Kentucky American Water Company  
Keter Environmental Services, Inc  
KMO-361 Realty Associates LLC  
KUB-Knoxville Utilities Board  
KU-Kentucky Utilities Company  
L#-3423 N. Southport  
Lafayette Utilities Systems (Lus)  
Legacy West Investors  
Lehi City Corporation  
Lexington-Fayette Urban County Govt  
LG&E - Louisville Gas & Electric  
Liberty Place Retail Associates L.P.  
Liberty Utilities - NH  
Little Rock Development Company LLC  
Los Angeles Dept of Water & Power  
Madison Gas and Electric, WI

Manhasset-Lakeville Water District  
Market Street Retail South LLC  
MCP Shoppes at English Village  
Memphis Light, Gas & Water Division  
Mesa Water District  
Metro Water Services TN  
Miami-Dade Water and Sewer Dept  
Mickey's Carting Corp  
Midway CC Venture I, LP  
Mishawaka Utilities, In  
Mississippi Power  
Montanari Fuel Service  
Mount Pleasant Waterworks, SC  
MPD Corp  
Nashville Electric Service  
National Fuel  
National Grid  
National Grid - Brooklyn  
National Grid - Hicksville  
National Grid - Massachusetts  
National Grid - New York  
National Grid - Newark  
National Grid - Rhode Island  
National Waste Services LLC  
Ned Little Rock LLC  
New Hampshire electric cooperative, inc.  
New Jersey American Water Company  
Nicor Gas  
NIPSCO - Northern Indiana Public Serv Co  
NJNG  
North 6th Street Realty LLC  
North Shore Gas  
Northern Virginia Electric Cooperative  
Northpark Partners LP  
NV Energy  
NW Natural  
NYC Water Board  
NYSEG-New York State Electric & Gas  
Oak Leaf Property Mgmt LLC  
OG&E -Oklahoma Gas & Electric Service  
Ohio Edison  
Oklahoma Natural Gas Co: Kansas City  
Olympic II MALL Services  
Olympic IV Mall Services  
Olympic Mall Services  
Omaha Public Power District  
Onepoint technologies, inc.  
Orange and Rockland Utilities (O&R)  
Orlando Utilities Commission  
OTIS Collins Trash & Container Service  
Pacific Gas & Electric  
Pacific Power-Rocky Mountain Power  
Palm Beach Outlets I LLC  
Palmetto Electric Coop  
PDC Services Inc  
Peabody Municipal Light Plant

PECO  
Pellitteri Waste Systems  
Pembroke Square Associates  
Penn Power  
Peoples  
Peoples Gas  
PEPCO (Potomac Electric Power Company)  
Piedmont Natural Gas  
Pine Tree Waste 36  
PNM  
Polaris Energy Services  
Portland General Electric (PGE)  
Potomac Edison  
PPL Electric Utilities/Allentown  
PR Plymouth Meeting Mall LP  
PR Woodland Limited Partnership  
Precision Waste Solutions, L.L.C.  
Professional Building Maintenance LLC  
PSE&G-Public Service Elec & Gas Co  
PSEGLI  
Public Service Company of Oklahoma  
Puget Sound Energy  
Quest Resource Mgmt Group LLC  
RCPI Landmark Properties, LLC  
Reliant Energy Solutions  
Republic Services  
Republic Services #323  
Republic Services #411  
Republic Services #695  
Republic Services #710  
Republic Services #798  
Republic Services #923  
RG&E - Rochester Gas & Electric  
Rogers Telecom INC  
Roosevelt Field WD  
Ross Township, PA  
Roy Strom Refuse Removal Service, Inc.  
Rpai Southwest Management LLC  
Rws Facility Services  
Salish Networks Inc  
Salt River Project  
San Diego Gas & Electric  
Sandpiper Energy Inc  
Santee Cooper  
Sawnee EMC  
Scana Energy  
Settlers' R1, Inc.  
Sevier County Electric System  
Sevier County Utility District (SCUD)  
Shaw Cable  
Shelby Energy Cooperative, Inc/KY  
Short Hills Associates  
Smartone  
SMUD  
Snohomish County Pud  
Somerset Collection Ltd Ptr



South Huntington Water District  
South Jersey Gas Company  
South Walton Utility Co.  
Southern California Edison  
Southern California Gas (The Gas Co.)  
Southern Connecticut Gas (SCG)  
Spectrum Business  
Spire/Birmingham  
Spire/St Louis  
Spitfire  
Studebaker Submetering, Inc  
Suburban Propane  
Suez Water New Jersey  
SWG - Southwest Gas Corporation  
Tampa Westshore Associates LP  
Tanger National Harbor LLC  
Tanger Outlet Centers, INC.  
Tanger Properties Ltd. Partnership  
Tangoe US Inc.  
Taubman Auburn Hills Associates LP  
Taubman-Cherry Creek Cntr LLC  
TD Corporate Centre  
TECO Tampa Electric Company  
Telus  
Tenleytown Trash  
Texas Gas Service  
The Americana at Brand, LLC  
The Gate at Manhasset  
The Greene  
The Grove Fee Owner LLC  
The Illuminating Company  
TOG  
Town of Burlington, MA  
Town of Longmeadow, MA  
Town of Smithfield, NC  
UGI Utilities Inc  
United Illuminating Company  
Unitil Me Gas Operations  
Universal Environmental Consulting, Inc.  
Utility Billing Solutions, LLC  
Utilivisor  
Vectren Energy Delivery  
Veracity Network  
Verizon  
Verizon Business  
Verizon Wireless  
Village of Birch Run, MI  
Village of Oak Brook, IL  
Virginia Natural Gas  
Vodafone House  
Vornado Office Management LLC, NY  
Washington Gas  
Waste Connections of Florida - Dist 6410  
Waste Management  
Waste Xpress-Trash Disposal & Recycling  
WC of Texas - Austin - District 5151

WCA Waste Systems Inc  
WE Energies/Wisconsin Electric/Gas  
West Unified Communications  
West View Water Authority  
Western Office Portfolio Owner LLC 1505  
Westport Downtown Merchants Association  
WFP Retail CO LP  
Windstream  
Winters bros. Hauling of LI, LLC  
XCEL Energy

**Vendors/Suppliers**

Accutech Packaging Inc.  
Adecco Employment Services  
Adobe Systems Inc.  
Akamai Technologies Inc.  
American Express Travel  
AND Agency LLC  
Anybill Financial Serv. Inc.  
Arsenal Communications Inc.  
Asia Master International Ltd.  
Beijin Jishide Textile Co. Ltd.  
Bellevue Square Association Inc.  
Bounce Exchange Inc.  
Calcados Malu LTDA  
Capgemini America Inc.  
Cardlytics Inc.  
Career Group Inc.  
Cass Information Systems  
Crossmark Graphics  
Cyber Source  
Dae Jee Metal Co. Ltd.  
Dell Marketing LP  
DH FTN Co. Ltd.  
Dohzhen Co. Limited  
Dragon Luck Limited  
Dugan Building Company Inc.  
Elite Investigations Ltd.  
Elwood Staffing Services Inc.  
Empire Office Inc.  
Envisage Group  
Esella Trading Private Ltd.  
Esquel Enterprises Ltd.  
Experian Marketing Solutions  
Fifth Avenue of L I Realty Association  
Floor Ready Services Inc.  
Formostar Garment Co. Ltd.  
Fry Wagner Moving and Storage  
Futurite International Co. Ltd.  
Georgia Pacific Corrugated LLC  
Ghim Li Global Pte. Ltd.  
Global Facility Management and Construction  
HCL America Solutions Inc.  
HCL Technologies Corporate  
HMR Jewelry Co. Ltd.  
Hong Kong HMR Trading Co. Ltd.

Illume Holding Company LLC  
Infinity Blue Trading HK Ltd.  
Inmar Supply Chain Solutions  
Interfab Shirt Manufacturing  
Intex  
JBC Connect CA LLC  
Jiangsu Sanhe Shoe & Garments  
Komar Intimates LLC  
Kyungwon Trading Corporation  
Landmark Retail Corp.  
Lennox National Account Service  
LF Centennial Pte. Ltd.  
Lih Shyuan Enterprises Co. Ltd.  
Mall at Chestnut Hill LLC  
Mane Enterprises Inc.  
MC Construction Management Inc.  
Merit Tat International Limited  
Neo Haijoo Co. Ltd.  
NHT Fashions Ltd.  
NST Apparel International Corp.  
Orient Craft Ltd.  
Orient International Holding  
PBMS  
Purgo Jewelry HK Co.  
RG Life Style Pvt. Ltd.  
Ropa Siete Leguas Inc.  
Ruggles Sign  
SAP Industries Inc.  
Schwarz Paper Company  
SDG Fashion Mall LP  
Shanghai Broadway International Trading  
Skillnet Solutions Inc.  
Sperry Top Sider  
Sung Hwa Trading C.o Ltd.  
Tai Nan Textiles Limited  
Talisman Ltd.  
Tampa Westshore Associates  
Taubman Cherry Creek Shopping  
Techolution LLC  
The Civil Engineers Ltd.  
The Pack America Corp.  
Thomas L Cardella & Associates  
Tung Hang Handbag Factory Ltd.  
Union Rainbow Ind. Co. Ltd.  
United States Postal Service  
UPS  
VCO Apparel Trading  
Visionland Co. Ltd.  
W Services Group LLC  
Willis of New York Inc.  
Worksmith Inc.  
World Textile Sourcing Inc.  
Zhejiang Jinhua Huatai

**Other Parties in Interest / Notice of Appearance Parties**

Amerishop Suburban, L.P  
Tarrant County (TX)  
Dallas County (TX)

**Exhibit 2**

**Disclosure Schedule**

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to Weil</b>
Adidas Sales Inc.	Top 100 Unsecured Creditors	<b>Affiliate or Subsidiary of Current Client</b>
AIG Illinois National Insurance Company Illinois National Insurance Company (AIG) National Union Fire Insurance Company of Pittsburgh, Pa.	Insurance/Insurance Provider/Surety Bonds	<b>Current Client</b> <b>Affiliate or Subsidiary of Current Client</b> <b>Related to Current Client</b> <b>Related to Former Client</b>
AlixPartners LLP	Debtors' Professionals	<b>Current Client</b>
Anchorage Advisors Management, L.L.C. and related entities	Bondholders/Noteholders/ Indenture Trustees Significant Shareholders Term Loan Lenders	<b>Affiliate or Subsidiary of Current Client</b>
Angelo Gordon	Bondholders/Noteholders/ Indenture Trustees	<b>Current Client</b>
Ascena Retail Group, Inc.	Significant Competitors	<b>Current Client</b>
AT&T AT&T (Pacific Bell) AT&T Global Network Svcs. UK BV AT&T Wireless ATT Glob Netw Svcs Hong Kong Ltd ATT Global Netw Svcs France SAS ATT Global Network Svcs UK BV ATT Global Services Canada CO ATT Mobility Bellsouth	Utility Providers/Utility Brokers	<b>Former Client</b> <b>Affiliate or Subsidiary of Current Client</b>
Automatic Data Processing, Inc. ("ADP")	Contract Counterparties Ordinary Course Professionals	<b>Affiliate or Subsidiary of Current Client</b>
Bank of America Merrill Lynch Bank of America, N.A. Merrill Lynch, Pierce, Fenner & Smith Incorporated NHB Bank of America Distressed Trade	ABL Lenders Bank Accounts Term Loan Lenders Term Loan Lenders Top 100 Unsecured Creditors UCC Lien Search Results	<b>Current Client</b> <b>Affiliate or Subsidiary of Current Client</b> <b>Affiliate or Subsidiary of Former Client</b> <b>Related to Current Client</b> <b>Related to Former Client</b>
Blackstone Group L.P. Blackstone Group Management L.L.C. Blackstone Holdings I L.P.	Bondholders/Noteholders/ Indenture Trustees Significant Shareholders	<b>Current Client</b>

Matched Entity	Relationship to Debtors	Relationship to Weil
Blackstone Holdings I/II GP Inc. Blackstone Holdings II L.P. GSO Capital Partners LP GSO Advisor Holdings L.L.C. GSO Aiguille Des Grands Montets Fund I LP GSO Aiguille Des Grands Montets Fund II LP GSO Aiguille Des Grands Montets Fund III LP GSO Churchill Partners LP GSO Credit Alpha Trading (Cayman) LP GSO Credit-A Partners LP GSO Harrington Credit Alpha Fund (Cayman) LP GSO Credit Alpha II Trading Cayman GSO Credit Alpha Diversified Alternatives LP GSO Credit Alpha Trading Cayman LP	Term Loan Lenders	
Blue Cross Blue Shield Association	Contract Counterparties	<b>Current Client</b>
Brookfield Brookfield Property REIT, Inc.	Landlords and Parties to Lease	<b>Current Client</b>
C.V. Starr	Insurance/Insurance Provider/Surety Bonds	<b>Related to Former Client</b>
Cadillac Fairview Corp. Ltd.	Landlords and Parties to Leases	<b>Former Client</b>
CalPERS	Landlords and Parties to Leases	<b>Related to Former Client</b>
Capital One	Bank Accounts	<b>Current Client</b>
CBL & Associates Ltd Partnership CBL & Associates Properties Inc. CBL Shops at Friendly LLC	Landlords and Parties to Leases	<b>Affiliate or Subsidiary of Current Client</b>
Citibank N.A. Citigroup, Inc.	Current Directors – Affiliations Term Loan Lenders	<b>Current Client</b>
Comcast	Utility Providers/Utility Brokers	<b>Related to Current Client</b>
Cox Communications	Utility Providers/Utility Brokers	<b>Affiliate or Subsidiary of Current Client</b>
Creative Artists Agency	Current Directors – Affiliations	<b>Current Client</b>

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to Weil</b>
Credit Value Master Fund IV A1 LP Credit Value Master Fund IV B LP CVC Credit Partners Global Yield Master LP Bell Atlantic Master Trust by Credit Value Partners	Term Loan Lenders	<b>Affiliate or Subsidiary of Current Client</b> <b>Related to Current Client</b>
Davidson Kempner Capital Management LP, on behalf of certain of its affiliated investment funds	Bondholders/Noteholders/ Indenture Trustees	<b>Former Client</b> <b>Related to Current Client</b>
Dell Marketing LP	Vendors/Suppliers	<b>Affiliate or Subsidiary of Former Client</b>
Deloitte Deloitte Consulting LLP Deloitte Tax LLP	Ordinary Course Professionals Top 30 Unsecured Creditors	<b>Current Client</b>
Deutsche Bank AG Cayman Islands	Term Loan Lenders	<b>Current Client</b>
Evolution Media Growth Partners, LLC	Current Directors – Affiliations	<b>Former Client</b> <b>Related to Current Client</b>
Feil	Landlords and Parties to Leases	<b>Current Client</b>
FTI Consulting Inc.	Ordinary Course Professionals	<b>Current Client</b>
Goldman Sachs & Co. Goldman Sachs & Co. LLC Goldman Sachs Bank USA Goldman Sachs Group, Inc. (The)	ABL Lenders Significant Shareholders Term Loan Lenders	<b>Current Client</b>
Green Equity Investors Side V, L.P Green Equity Investors V, L.P. Leonard Green & Partners, L.P. and affiliates LGP Associates V LLC LGP Chino Coinvest LLC LGP Chino Co-Invest LLC	Current Directors – Affiliations Significant Shareholders Sponsors Term Loan Lenders	<b>Related to Current Client</b>
HCL America Solutions Inc. HCL Technologies Corporate	Vendors/Suppliers	<b>Affiliate or Subsidiary of Current Client</b>
HSBC HSBC Bank PLC HSBC Bank USA, National Association HSBC Bank USA, N.A.	ABL Lenders Bank Accounts Other Secured Parties (letters of credit/ issuers of letters of credit)	<b>Current Client</b>



<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to Weil</b>
	Term Loan Lenders	
JPMorgan Chase Bank, N.A. Chase Bank	Bank Accounts Term Loan Lenders	<b>Current Client</b> <b>Affiliate or Subsidiary of Current Client</b> <b>Related to Current Client</b>
KPMG LLP	Top 100 Unsecured Creditors Debtors' Professionals	<b>Related to Former Client</b>
Liberty Insurance Corporation Liberty Insurance Underwriters Inc. Ironshore Indemnity Inc. Ironshore Insurance Services, LLC Ironshore Specialty Insurance Co.	Insurance/Insurance Provider/Surety Bonds	<b>Affiliate or Subsidiary of Former Client</b>
LibreMax Capital, LLC Libremax Master Fund Ltd. Libremax OC Master Fund Ltd.	Bondholders/Noteholders/ Indenture Trustees Term Loan Lenders	<b>Current Client</b>
Marble Ridge Master Fund LP	Term Loan Lenders	<b>Affiliate or Subsidiary of Current Client</b>
MasterCard	Contract Counterparties	<b>Affiliate or Subsidiary of Current Client</b>
Metlife, Inc. / Metropolitan Life Insurance Company	Contract Counterparties	<b>Affiliate or Subsidiary of Current Client</b>
Morgan Stanley	Term Loan Lenders	<b>Current Client</b> <b>Affiliate or Subsidiary of Current Client</b> <b>Related to Current Client</b>
MUFG Bank, Ltd. MUFG Union Bank, N.A.	ABL Lenders Other Secured Parties (letters of credit/ issuers of letters of credit)	<b>Current Client</b>
Nomura Global Manager Select	Term Loan Lenders	<b>Affiliate or Subsidiary of Current Client</b>
Pacific Gas & Electric	Utility Providers/Utility Brokers	<b>Current Client</b>
PayPal	Contract Counterparties	<b>Current Client</b>
PJT Partners	Non-Debtors Professionals	<b>Current Client</b>
Prudential Insurance Company of America	Contract Counterparties	<b>Affiliate or Subsidiary of Current Client</b>

<b>Matched Entity</b>	<b>Relationship to Debtors</b>	<b>Relationship to Weil</b>
Pyramid Companies (The) Pyramid Walden Company LP	Landlords and Parties to Leases	<b>Current Client</b>
QBE Insurance Corporation	Insurance/Insurance Provider/Surety Bonds	<b>Related to Current Client</b>
Ralph Lauren Corp.	Significant Competitors	<b>Current Client</b>
Redwood Master Fund Ltd.	Term Loan Lenders	<b>Affiliate or Subsidiary of Current Client</b>
Signet Jewelers Limited	Current Directors – Affiliations	<b>Current Client</b>
Sony Corporation	Landlords and Parties to Leases	<b>Former Client</b>
Spotify, Inc.	Current Directors – Affiliations	<b>Affiliate or Subsidiary of Current Client</b>
Sumitomo Mitsui Banking Corporation	Term Loan Lenders	<b>Current Client</b>
Tishman Speyer	Landlords and Parties to Leases	<b>Current Client</b>
TELUS	Utility Providers/Utility Brokers	<b>Current Client</b>
TPG Capital TPG Capital BD, LLC TPG Capital, L.P. TPG Capital, L.P. and affiliates TPG Capital, LP TPG Chinos Co-Invest, L.P. TPG Chinos, L.P. TPG Funding TPG Global TPG Pace Holdings Corp. Pace Holdings Corp. Paceline Holdings Corp. Rodan & Fields, LLC	Current Directors – Affiliations Significant Shareholders Sponsors Term Loan Lenders	<b>Current Client</b> <b>Affiliate or Subsidiary of Current Client</b> <b>Related to Current Client</b>
Under Armour, Inc.	Significant Competitors	<b>Current Client</b>
Verizon Verizon Business Verizon Wireless	Utility Providers/Utility Brokers Current Directors – Affiliations	<b>Affiliate or Subsidiary of Current Client</b>
Victoria’s Secret Lingerie at L Brands, Inc.	Current Officer –Affiliations Current Directors – Affiliations	<b>Affiliate or Subsidiary of Current Client</b> <b>Related to Current Client</b>
Wells Fargo Bank, N.A. Wells Fargo Bank, National Association	ABL Lenders Bank Accounts	<b>Current Client</b>

Matched Entity	Relationship to Debtors	Relationship to Weil
Wells Fargo Capital Finance, LLC Wells Fargo Securities, LLC	Term Loan Lenders	
Willis Towers Watson Willis of New York, Inc.	Insurance/Insurance Provider/Surety Bonds Vendors/Suppliers	<b>Current Client</b> <b>Affiliate or Subsidiary</b> <b>of Current Client</b>
Zurich American Insurance Company	Insurance/Insurance Provider/Surety Bonds	<b>Affiliate or Subsidiary</b> <b>of Current Client</b> <b>Current Client</b>

**Exhibit 3**

**Summary of Payments Prior to the Petition Date**

Invoice Date	Fees	Costs	Total Fees & Costs Billed	Fee Advance Requests	Payment Date	Payment Received	Fee Advance Balance
3/16/2020			\$ -	\$ 750,000.00		\$ -	\$ 1,250,000.00
					3/16/2020	\$ 750,000.00	\$ 1,250,000.00
3/23/2020	\$ 635,543.00	\$ 179.68	\$ 635,722.68			\$ -	\$ 1,250,000.00
					3/26/2020	\$ 635,722.68	\$ 1,250,000.00
3/31/2020	\$ 603,789.50	\$ 8,119.87	\$ 611,909.37			\$ -	\$ 1,250,000.00
					4/3/2020	\$ 611,909.37	\$ 1,250,000.00
4/7/2020	\$ 647,042.50	\$ -	\$ 647,042.50			\$ -	\$ 1,250,000.00
					4/8/2020	\$ 647,042.50	\$ 1,250,000.00
4/11/2020	\$ -	\$ -	\$ -	\$ 6,000,000.00		\$ -	\$ 7,250,000.00
					4/13/2020	\$ 6,000,000.00	\$ 7,250,000.00
4/14/2020	\$ 559,668.50	\$ 451.47	\$ 560,119.97			\$ -	\$ 7,250,000.00
					4/15/2020	\$ 560,119.97	\$ 7,250,000.00
4/21/2020	\$ 682,090.50	\$ 528.33	\$ 682,618.83			\$ -	\$ 7,250,000.00
					4/22/2020	\$ 682,618.83	\$ 7,250,000.00
4/28/2020	\$ 970,688.00	\$ 127.79	\$ 970,815.79			\$ -	\$ 7,250,000.00
						\$ -	\$ 7,250,000.00
4/29/2020				\$ 1,000,000.00		\$ -	\$ 7,250,000.00
4/30/2020	\$ 348,229.06	\$ 151,770.94	\$ 500,000.00		4/30/2020	\$ 500,000.00	\$ 6,750,000.00
4/30/2020	\$ 236,285.50	\$ 2,838.10	\$ 239,123.60		4/30/2020	\$ 239,123.60	\$ 6,510,876.40
					5/1/2020	\$ 970,815.79	\$ 7,510,876.40
					5/1/2020	\$ 1,000,000.00	\$ 7,510,876.40
5/3/2020	\$ 1,999,655.30	\$ 344.70	\$ 2,000,000.00		5/3/2020	\$ 2,000,000.00	\$ 5,510,876.40

**Exhibit B**

**Zanna Declaration**

**WEIL, GOTSHAL & MANGES LLP**  
 Ray C. Schrock, P.C. (admitted *pro hac vice*)  
 Ryan Preston Dahl (admitted *pro hac vice*)  
 Candace M. Arthur (admitted *pro hac vice*)  
 Daniel Gwen (admitted *pro hac vice*)  
 767 Fifth Avenue  
 New York, New York 10153  
 Telephone: (212) 310-8000  
 Facsimile: (212) 310-8007

**HUNTON ANDREWS KURTH LLP**  
 Tyler P. Brown (VSB No. 28072)  
 Henry P. (Toby) Long, III (VSB No. 75134)  
 Nathan Kramer (VSB No. 87720)  
 Riverfront Plaza, East Tower  
 951 East Byrd Street  
 Richmond, Virginia 23219  
 Telephone: (804) 788-8200  
 Facsimile: (804) 788-8218

*Proposed 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. 32181 (KLP)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
-----	X	

**DECLARATION OF VINCENT ZANNA  
 IN SUPPORT OF APPLICATION OF DEBTORS FOR  
 AUTHORITY TO RETAIN AND EMPLOY WEIL, GOTSHAL & MANGES LLP  
AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Vincent Zanna, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

<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.

1. I am the Chief Financial Officer and Treasurer of Chinos Holdings, Inc. I submit this declaration (the “**Declaration**”) in support of the Application (the “**Application**”)<sup>2</sup> of the Chinos Holdings, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to section 327(a) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Virginia* (the “**Local Rules**”), for authority to retain and employ Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), as attorneys for the Debtors, effective as of the Petition Date. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. Weil is proposed to serve as counsel to the Debtors. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure the bankruptcy professionals are subject to the same client-driven market forces, security and accountability as professionals in non-bankruptcy engagements. Weil began advising the Debtors in February 2016 and immediately assisted the Debtors with certain finance and restructuring-related legal services. Since that time, Weil has advised the Debtors on a broad range of strategic alternatives to address the Debtors’ capital structure and to help restructure the Debtors’ balance sheet. The Debtors chose Weil because of, among other factors, the Firm’s extensive expertise in both out-of-court and in-court restructurings.

3. In the process of advising the Debtors before the commencement of these chapter 11 cases, Weil has become familiar with the Debtors’ capital structure and operations.

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<sup>2</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.



Since February, 2016, Weil has advised the Debtors in connection with exploring and implementing various strategic alternatives to deleverage the Debtors' balance sheet as well as preserve and maximize the Debtors' enterprise value. Since that time, Weil has advised the Debtors in connection with the intended launch of an initial public offering of Madewell Inc., the 2017 Exchange Offer, and preparing for these chapter 11 cases. As a result of this work, Weil possesses an in-depth knowledge of the Debtors' capital structure and has gained additional insight into the Debtors' businesses and operations. Additionally, Weil's extensive involvement in prepetition negotiations with the Debtors' creditors resulted in the Debtors securing committed debtor-in-possession financing to, among other things, administer these chapter 11 cases and provide the Debtors with needed capital to continue to operate their business, and preparing the terms of a chapter 11 plan of reorganization with the support of the Debtors' major stakeholders who have executed a transaction support agreement pursuant to which, the major stakeholders have agreed to, among other things, vote in favor and support confirmation of the contemplated plan of reorganization. Accordingly, I believe Weil possesses the necessary background knowledge to address the potential legal issues that may arise in the context of the Debtors' chapter 11 cases and is both well-qualified and uniquely positioned to represent the Debtors in these chapter 11 cases.

4. I have carefully reviewed and am familiar with the terms of Weil's engagement on behalf of the Debtors. Weil has informed the Debtors that Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. Weil has confirmed to me that the Firm does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. It is my understanding that Weil reviews and adjusts

its billing rates annually, typically on or around October 1st of each year. I am informed by Weil that its attorneys' billing rates are aligned each year to ensure that its rates are comparable to the billing rates of its peer firms. However, to the extent there is any disparity in such rates, I nevertheless believe that Weil's retention by the Debtors is warranted in these cases for the reasons set forth in the Debtors' Application.

5. I understand that Weil's fees and expenses will be subject to periodic review on a monthly, interim, and final basis during the pendency of these chapter 11 cases by among other parties, the Office of the United States Trustee, the Debtors, and any official committee appointed in these chapter 11 cases in accordance with the terms of the Bankruptcy Code.

6. In my capacity as Chief Financial Officer and Treasurer, I coordinate and manage legal fees and expenses incurred by the Debtors' outside counsel. Together with the Debtors' in-house counsel, I carefully review the submitted invoices and approve such invoices prior to submitting payments to outside counsel. The Debtors will regularly monitor the fees and expenses of Weil to ensure that Weil's professionals are assisting the Debtors in the most cost-effective and efficient manner. In doing so, I assure that all requested fees and expenses are not unreasonable and correspond with necessary or beneficial services rendered on behalf of the Debtors and their estates. The aforementioned review and approval process does not differ when the Debtors employ outside counsel for non-bankruptcy cases. Weil has informed the Debtors that Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil's normal hourly rates in effect at the time the services are rendered. Weil has confirmed to me that the Firm does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. It is my understanding that Weil reviews and adjusts its billing rates annually, typically on or around

October 1st of each year.<sup>3</sup> Weil has advised the Debtors that it will inform us of any adjustment to its existing rate structure.

7. Weil and the Debtors are in the process of developing a prospective budget and staffing plan for these chapter 11 cases. The Debtors recognize that in large chapter 11 cases such as these cases, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and Weil. The Debtors also recognize that it is their responsibility to closely monitor the billing practices of Weil and its other counsel to ensure that the fees and expenses paid by these estates remain consistent with the Debtors' expectations taking into account the exigencies of these chapter 11 cases. To that end, I will continue to review the invoices that Weil submits, and, together with Weil, periodically amend the budget and staffing plans to reflect developments in the chapter 11 cases as applicable.

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<sup>3</sup> It is my understanding that on October 1, 2019, Weil adjusted its standard billing rates for its professionals in the normal course.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: May 14, 2020  
New York, New York

Chinos Holdings, Inc., *et al.*  
(for itself and on behalf of its affiliates as Debtors  
and Debtors in Possession)

/s/ Vincent Zanna  
Name: Vincent Zanna  
Title: Chief Financial Officer and Treasurer

**Exhibit C**

**Proposed Order**

**WEIL, GOTSHAL & MANGES LLP**  
 Ray C. Schrock, P.C. (admitted *pro hac vice*)  
 Ryan Preston Dahl (admitted *pro hac vice*)  
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**HUNTON ANDREWS KURTH LLP**  
 Tyler P. Brown (VSB No. 28072)  
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*Proposed Attorneys for Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION**

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	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CHINOS HOLDINGS, INC., et al.,</b>	:	<b>Case No. 32181 (KLP)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
	:	
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**ORDER AUTHORIZING RETENTION  
 AND EMPLOYMENT OF WEIL, GOTSHAL & MANGES LLP AS  
 ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

Upon the application dated May 14, 2020 (the “**Application**”)<sup>2</sup> of Chinos Holdings Inc. and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to section 327(a) of title

<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 herein but not otherwise defined shall have the meanings ascribed to such terms in the Application.

11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014 and 2016 of the *Federal Rules of Bankruptcy Procedure* (the “**Bankruptcy Rules**”), and Rules 2014-1 and 2016-1 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Virginia* (the “**Local Rules**”) authorizing the Debtors to retain and employ Weil, Gotshal & Manges LLP (“**Weil**”) as attorneys for the Debtors, effective as of the Petition Date, all as more fully set forth in the Application; and upon the declaration of Ray C. Schrock, P.C., a member of Weil, annexed to the Application as **Exhibit A** (the “**Schrock Declaration**”) and the declaration of Vincent Zanna of Chinos Holdings, Inc., annexed to the Application as **Exhibit B**; and the Court being satisfied, based on the representations made in the Application and the Schrock Declaration, that Weil is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Weil represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged, all as more fully set forth in the Application; and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 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 Application 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 Application having been provided to Parties in accordance with the *Order Establishing Certain Notice, Case Management and Administrative Procedures* [Docket No. 109]; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Application; and this Court having held a hearing to consider the relief requested in the Application; and upon

the record of the hearing; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is granted as set forth herein.
2. The Debtors are authorized, but not directed, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1, to employ and retain Weil as their attorneys on the terms and conditions set forth in the Application and the Schrock Declaration, effective as of the Petition Date.
3. Weil is authorized to render the following professional services:
  - a. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalves, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;
  - b. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
  - c. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
  - d. take all necessary action to protect and preserve the value of the Debtors' estates, including advising with respect to the Debtors' affiliates and all related matters; and
  - e. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; provided that, to the extent Weil determines such services fall outside of the scope of services



historically or generally performed by Weil as lead Debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

4. Weil shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Weil shall make reasonable efforts to comply with the U.S. Trustee's request for information and additional disclosures as set forth in the U.S. Trustee Guidelines, in connection with the Application and any interim and/or final fee application(s) to be filed by Weil in these chapter 11 cases.

5. Weil shall be reimbursed for reasonable and necessary expenses as provided by the U.S. Trustee Guidelines.

6. Weil shall first apply the Fee Advance in satisfaction of its prepetition invoice, and any balance shall be held by Weil as security throughout the Debtors' chapter 11 cases until Weil's postpetition fees and expenses are awarded and payable to Weil on a final basis.

7. Weil shall provide reasonable notice to the Debtors, the U.S. Trustee, the DIP Agent, and the Creditors' Committee in connection with any increase of the hourly rates listed in the Schrock Declaration.

8. The Debtors are authorized to take all actions necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/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

Tyler P. Brown (VSB No. 28072)

Henry P. (Toby) Long, III (VSB No. 75134)

Nathan Kramer (VSB No. 87720)

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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