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Proposed Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

In re:)	
	)	Chapter 11
ASCENA RETAIL GROUP, INC.,)	
Debtor.	)	Case No. 20-33113 (KRH)
)	
Tax I.D. No. 30-0641353)	
In re:)	
	)	Chapter 11
933 INSPIRATION LLC,)	
Debtor.	)	Case No. 20-33117 (KRH)
)	
Tax I.D. No. 45-5138910)	
In re:)	
	)	Chapter 11
ANN CARD SERVICES, INC.,)	
Debtor.	)	Case No. 20-33120 (KRH)
)	
Tax I.D. No. 46-1273502)	

In re:) Chapter 11
ANN, INC.,) Case No. 20-33122 (KRH)
Debtor.)
Tax I.D. No. 13-3499319)

In re:) Chapter 11
ANNCO, INC.,) Case No. 20-33125 (KRH)
Debtor.)
Tax I.D. No. 06-1565136)

In re:) Chapter 11
ANNTAYLOR DISTRIBUTION SERVICES, INC.,) Case No. 20-33126 (KRH)
Debtor.)
Tax I.D. No. 61-1274547)

In re:) Chapter 11
ANNTAYLOR OF PUERTO RICO, INC.,) Case No. 20-33130 (KRH)
Debtor.)
Tax I.D. No. 66-0568835)

In re:) Chapter 11
ANNTAYLOR RETAIL, INC.,) Case No. 20-33132 (KRH)
Debtor.)
Tax I.D. No. 06-1415434)

In re:) Chapter 11
ANNTAYLOR, INC.,)
Debtor.) Case No. 20-33134 (KRH)
Tax I.D. No. 51-0297083)

In re:) Chapter 11
ASCENA RETAIL HOLDINGS, INC.,)
Debtor.) Case No. 20-33136 (KRH)
Tax I.D. No. 82-5323435)

In re:) Chapter 11
ASCENA TRADE SERVICES, LLC,)
Debtor.) Case No. 20-33140 (KRH)
Tax I.D. No. 47-1096647)

In re:) Chapter 11
ASNA PLUS FASHION, INC.,)
Debtor.) Case No. 20-33141 (KRH)
Tax I.D. No. 82-2505755)

In re:) Chapter 11
ASNA VALUE FASHION LLC,)
Debtor.) Case No. 20-33142 (KRH)
Tax I.D. No. 81-3580343)

In re:) Chapter 11
BACKINGBRANDS BUYING AGENT, LLC,) Case No. 20-33143 (KRH)
Debtor.)
Tax I.D. No. 83-4537194)

In re:) Chapter 11
BACKINGBRANDS SOLUTIONS, LLC,) Case No. 20-33146 (KRH)
Debtor.)
Tax I.D. No. 83-1072376)

In re:) Chapter 11
C.S.F. CORP.,) Case No. 20-33147 (KRH)
Debtor.)
Tax I.D. No. 23-2559339)

In re:) Chapter 11
CATALOG RECEIVABLES LLC,) Case No. 20-33148 (KRH)
Debtor.)
Tax I.D. No. 20-2776707)

In re:) Chapter 11
CATALOG SELLER LLC,) Case No. 20-33149 (KRH)
Debtor.)
Tax I.D. No. 20-2776763)

In re:) Chapter 11
CATHERINES #5124, INC.,) Case No. 20-33151 (KRH)
Debtor.)
Tax I.D. No. 41-2057508)

In re:) Chapter 11
CATHERINES #5147, INC.,) Case No. 20-33153 (KRH)
Debtor.)
Tax I.D. No. 33-1027890)

In re:) Chapter 11
CATHERINES STORES CORPORATION,) Case No. 20-33155 (KRH)
Debtor.)
Tax I.D. No. 62-1350411)

In re:) Chapter 11
CATHERINES, INC.,) Case No. 20-33158 (KRH)
Debtor.)
Tax I.D. No. 51-0297099)

In re:) Chapter 11
CCTM, INC.,) Case No. 20-33160 (KRH)
Debtor.)
Tax I.D. No. 20-5677183)

In re:) Chapter 11
CHARMING SALES CO. FOUR, INC.,) Case No. 20-33162 (KRH)
Debtor.)
Tax I.D. No. 41-1950727)

In re:) Chapter 11
CHARMING SALES CO. ONE, INC.,) Case No. 20-33164 (KRH)
Debtor.)
Tax I.D. No. 93-0791385)

In re:) Chapter 11
CHARMING SALES CO. THREE, INC.,) Case No. 20-33166 (KRH)
Debtor.)
Tax I.D. No. 39-1389176)

In re:) Chapter 11
CHARMING SALES CO. TWO, INC.,) Case No. 20-33173 (KRH)
Debtor.)
Tax I.D. No. 39-1414983)

In re:) Chapter 11
CHARMING SHOPPES OF DELAWARE, INC.,) Case No. 20-33174 (KRH)
Debtor.)
Tax I.D. No. 23-1624093)

In re:)
) Chapter 11
)
CHARMING SHOPPES RECEIVABLES CORP.,) Case No. 20-33175 (KRH)
)
Debtor.)
)
Tax I.D. No. 51-0383871)

In re:) Chapter 11
)
CHARMING SHOPPES SELLER, INC.,) Case No. 20-33176 (KRH)
)
Debtor.)
)
Tax I.D. No. 23-3005349)

In re:) Chapter 11
)
CHARMING SHOPPES STREET, INC.,) Case No. 20-33114 (KRH)
)
Debtor.)
)
Tax I.D. No. 23-3005350)

In re:) Chapter 11
)
CHARMING SHOPPES, INC.,) Case No. 20-33115 (KRH)
)
Debtor.)
)
Tax I.D. No. 23-1721355)

In re:) Chapter 11
)
CHESTNUT ACQUISITION SUB INC.,) Case No. 20-33116 (KRH)
)
Debtor.)
)
Tax I.D. No. 26-0115759)

In re:) Chapter 11
CROSSTOWN TRADERS, INC.,) Case No. 20-33118 (KRH)
Debtor.)
Tax I.D. No. 05-0535617)

In re:) Chapter 11
CS HOLDCO II INC.,) Case No. 20-33119 (KRH)
Debtor.)
Tax I.D. No. 45-2874632)

In re:) Chapter 11
CSGC, INC.,) Case No. 20-33121 (KRH)
Debtor.)
Tax I.D. No. 46-0512649)

In re:) Chapter 11
CSI INDUSTRIES, INC.,) Case No. 20-33123 (KRH)
Debtor.)
Tax I.D. No. 23-2446257)

In re:) Chapter 11
CSPE, LLC,) Case No. 20-33124 (KRH)
Debtor.)
Tax I.D. No. 20-4900521)

In re:) Chapter 11
DBCM HOLDINGS, LLC,) Case No. 20-33112 (KRH)
Debtor.)
Tax I.D. No. 34-1988040)

In re:) Chapter 11
DBI HOLDINGS, INC.,) Case No. 20-33127 (KRH)
Debtor.)
Tax I.D. No. 06-0812960)

In re:) Chapter 11
DBX, INC.,) Case No. 20-33128 (KRH)
Debtor.)
Tax I.D. No. 13-3747455)

In re:) Chapter 11
DULUTH REAL ESTATE LLC,) Case No. 20-33129 (KRH)
Debtor.)
Tax I.D. No. 36-4797417)

In re:) Chapter 11
ETNA RETAIL DC, LLC,) Case No. 20-33131 (KRH)
Debtor.)
Tax I.D. No. 46-4866008)

In re:)
) Chapter 11
)
 FASHION APPAREL SOURCING LLC,) Case No. 20-33133 (KRH)
)
 Debtor.)
)
 Tax I.D. No. 46-5005271)
)

In re:) Chapter 11
)
 FASHION SERVICE FULFILLMENT) Case No. 20-33135 (KRH)
 CORPORATION,)
)
 Debtor.)
)
 Tax I.D. No. 90-0124559)
)

In re:) Chapter 11
)
 FASHION SERVICE LLC,) Case No. 20-33137 (KRH)
)
 Debtor.)
)
 Tax I.D. No. 23-2536983)
)

In re:) Chapter 11
)
 GC FULFILLMENT, LLC,) Case No. 20-33139 (KRH)
)
 Debtor.)
)
 Tax I.D. No. 20-5913907)
)

In re:) Chapter 11
)
 LANE BRYANT #6243, INC.,) Case No. 20-33144 (KRH)
)
 Debtor.)
)
 Tax I.D. No. 52-2153729)
)

In re:) Chapter 11
LANE BRYANT OF PENNSYLVANIA, INC.,) Case No. 20-33145 (KRH)
Debtor.)
Tax I.D. No. 20-5163249)

In re:) Chapter 11
LANE BRYANT OUTLET 4106, INC.,) Case No. 20-33150 (KRH)
Debtor.)
Tax I.D. No. 20-4885336)

In re:) Chapter 11
LANE BRYANT PURCHASING CORP.,) Case No. 20-33152 (KRH)
Debtor.)
Tax I.D. No. 20-3186128)

In re:) Chapter 11
LANE BRYANT, INC.,) Case No. 20-33154 (KRH)
Debtor.)
Tax I.D. No. 13-3118358)

In re:) Chapter 11
PSTM, INC.,) Case No. 20-33156 (KRH)
Debtor.)
Tax I.D. No. 20-3955974)

In re:)
SONSI, INC.,) Chapter 11
Debtor.) Case No. 20-33157 (KRH)
Tax I.D. No. 27-1726857)

In re:)
SPIRIT OF AMERICA, INC.,) Chapter 11
Debtor.) Case No. 20-33159 (KRH)
Tax I.D. No. 52-2177250)

In re:)
TOO GC, LLC,) Chapter 11
Debtor.) Case No. 20-33161 (KRH)
Tax I.D. No. 31-1812510)

In re:)
TWEEN BRANDS AGENCY, INC.,) Chapter 11
Debtor.) Case No. 20-33163 (KRH)
Tax I.D. No. 31-1694590)

In re:)
TWEEN BRANDS DIRECT SERVICES INC.,) Chapter 11
Debtor.) Case No. 20-33165 (KRH)
Tax I.D. No. 31-1694594)

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In re:)	Chapter 11
)	
TWEEN BRANDS, INC.,)	Case No. 20-33170 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 31-1333930)	
<hr/>)	
In re:	)	Chapter 11
)	
TWEEN BRANDS INVESTMENT, LLC,	)	Case No. 20-33167 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 04-3609377)	
<hr/>)	
In re:	)	Chapter 11
)	
TWEEN BRANDS MARKETING, INC.,	)	Case No. 20-33168 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 82-2877804)	
<hr/>)	
In re:	)	Chapter 11
)	
TWEEN BRANDS SERVICE CO.,	)	Case No. 20-33169 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 30-0048148)	
<hr/>)	
In re:	)	Chapter 11
)	
WINKS LANE, INC.,	)	Case No. 20-33171 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 23-2411389)	
<hr/>)	

In re:)	
	)	Chapter 11
WORLDWIDE RETAIL HOLDINGS, INC.,)	
	)	Case No. 20-33172 (KRH)
Debtor.)	
)	
Tax I.D. No. 30-0639445)	

**DEBTORS’ MOTION FOR ENTRY OF AN
ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”)¹ respectfully state as follows in support of this motion (this “Motion”):

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), (a) directing procedural consolidation and joint administration of these chapter 11 cases; and (b) granting related relief. The Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of Ascena Retail Group, Inc. and that the cases be administered under a consolidated caption, as follows:

[Remainder of page intentionally left blank]

¹ On July 23, 2020 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). A detailed description of the Debtors, their business, and the facts and circumstances supporting these chapter 11 cases is set forth in the *Declaration of Carrie W. Teffner, Interim Executive Chair of Ascena Retail Group, Inc., in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith. Capitalized terms used but not defined herein shall have the meanings given to them in the First Day Declaration.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

)	
In re:	)	Chapter 11
)	
ASCENA RETAIL GROUP, INC., <i>et al.</i> , ¹	)	Case No. 20-33113 (KRH)
)	
Debtors.	)	(Jointly Administered)
)	

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Debtor Ascena Retail Group, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

2. The Debtors further request that this Court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

3. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than Ascena Retail Group, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia directing joint administration for procedural purposes only of the chapter 11 cases of: Ascena Retail Group, Inc., Case No. 20-33113; 933 Inspiration LLC, Case No. 20-33117; ANN Card Services, Inc., Case No. 20-33120; ANN, Inc., Case No. 20-33122; AnnCo, Inc., Case No. 20-33125; AnnTaylor Distribution Services, Inc., Case No. 20-33126; AnnTaylor of Puerto Rico, Inc. Case No. 20-33130; AnnTaylor Retail, Inc., Case No. 20-33132; AnnTaylor, Inc., Case No. 20-33134; Ascena Retail Holdings, Inc., Case No. 20-33136; Ascena Trade Services, LLC, Case No. 20-33140; ASNA Plus Fashion, Inc., Case No. 20-33141; ASNA Value Fashion LLC, Case No. 20-33142; BackingBrands Buying Agent, LLC, Case No. 20-33143; BackingBrands Solutions, LLC, Case No. 20-33146; C.S.F. Corp., Case No. 20-33147; Catalog Receivables LLC, Case No. 20-33148; Catalog Seller LLC, Case No. 20-33149; Catherines #5124, Inc., Case No. 20-33151; Catherines #5147, Inc., Case No. 20-33153; Catherines Stores Corporation, Case No. 20-33155;

Catherines, Inc., Case No. 20-33158; CCTM, Inc., Case No. 20-33160; Charming Sales Co. Four, Inc., Case No. 20-33162; Charming Sales Co. One, Inc., Case No. 20-33164; Charming Sales Co. Three, Inc., Case No. 20-33166; Charming Sales Co. Two, Inc., Case No. 20-33173; Charming Shoppes of Delaware, Inc., Case No. 20-33174; Charming Shoppes Receivables Corp., Case No. 20-33175; Charming Shoppes Seller, Inc., Case No. 20-33176; Charming Shoppes Street, Inc., Case No. 20-33114; Charming Shoppes, Inc., Case No. 20-33115; Chestnut Acquisition Sub Inc., Case No. 20-33116; Crosstown Traders, Inc., Case No. 20-33118; CS HoldCo II Inc., Case No. 20-33119; CSGC, Inc., Case No. 20-33121; CSI Industries, Inc., Case No. 20-33123; CSPE, LLC, Case No. 20-33124; DBCM Holdings, LLC, Case No. 20-33112; DBI Holdings, Inc., Case No. 20-33127; DBX, Inc., Case No. 20-33128; Duluth Real Estate LLC, Case No. 20-33129; Etna Retail DC, LLC, Case No. 20-33131; Fashion Apparel Sourcing LLC, Case No. 20-33133; Fashion Service Fulfillment Corporation, Case No. 20-33135; Fashion Service LLC, Case No. 20-33137; GC Fulfillment, LLC, Case No. 20-33139; Lane Bryant #6243, Inc., Case No. 20-33144; Lane Bryant of Pennsylvania, Inc., Case No. 20-33145; Lane Bryant Outlet 4106, Inc., Case No. 20-33150; Lane Bryant Purchasing Corp., Case No. 20-33152; Lane Bryant, Inc., Case No. 20-33154; PSTM, Inc., Case No. 20-33156; Sonsi, Inc., Case No. 20-33157; Spirit of America, Inc., Case No. 20-33159; Too GC, LLC, Case No. 20-33161; Tween Brands Agency, Inc., Case No. 20-33163; Tween Brands Direct Services Inc., Case No. 20-33165; Tween Brands Investment, LLC, Case No. 20-33167; Tween Brands Marketing, Inc., Case No. 20-33168; Tween Brands Service Co., Case No. 20-33169; Tween Brands, Inc., Case No. 20-33170; Winks Lane, Inc., Case No. 20-33171; and Worldwide Retail Holdings, Inc., Case No. 20-33172. The docket in Case No. 20-33113 (KRH) should be consulted for all matters affecting this case.

4. Finally, the Debtors seek authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

Jurisdiction and Venue

5. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter 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 August 15, 1984. The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein are sections 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Rules 1015-1 and 9013-1 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”).

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

9. Further, Local Bankruptcy Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases:

In all joint petitions filed with the Court, the case will be administered through joint administration of the estates unless the trustee or other interested party files an objection to joint administration within 14 days after the meeting of creditors and gives notice of a hearing date on such objection.

Local Bankr. R. 1015-1.

10. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See, e.g., In re Intelsat S.A.*, No. 20-32399 (KLP) (Bankr. E.D. Va. May 15, 2020) (directing joint administration of chapter 11 cases); *In re Pier 1 Imports, Inc.*, No. 20-30805 (KRH) (Bankr. E.D. Va. Feb. 18, 2020) (same); *In re Toys “R” Us, Inc.*, No. 17-34665 (KLP) (Bankr. E.D. Va. Sept. 19, 2017) (same); *In re The Gymboree Corp.*, No. 17-32986 (KLP) (Bankr. E.D. Va. June 2, 2017) (same); *In re Penn Va. Corp.*, No. 16-32395 (KLP) (Bankr. E.D. Va. May 13, 2016) (same).²

11. Given the integrated nature of the Debtors’ operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors’ proposed counsel.

12. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors' estates. Parties in interest will not be harmed by the relief requested; instead, parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Waiver of Memorandum of Points and Authorities

13. The Debtors respectfully request that this Court treat this Motion as a written memorandum of points and authorities or waive any requirement that this Motion be accompanied by a written memorandum of points and authorities as described in Local Bankruptcy Rule 9013-1(G).

Notice

14. The Debtors will provide notice of this Motion via first class mail, facsimile or email (where available) to: (a) the United States Trustee for the Eastern District of Virginia; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agents under the Debtors' prepetition secured facilities and counsel thereto; (d) the DIP Agents and their respective counsel thereto; (e) counsel to the Ad Hoc Group; (f) the United States Attorney's Office for the Eastern District of Virginia; (g) the Internal Revenue Service; (h) the office of the attorneys general for the states in which the Debtors operate; (i) the Securities and Exchange Commission; (j) the National Association of Attorneys General; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "Notice Parties"). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

15. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page left intentionally blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Richmond, Virginia
Dated: July 23, 2020

KIRKLAND & ELLIS LLP
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Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (*pro hac vice* pending)
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/s/ Cullen D. Speckhart

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Telephone: (202) 842-7800
Facsimile: (202) 842-7899
Email: cspeckhart@cooley.com
oantle@cooley.com-

Proposed Co-Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

KIRKLAND & ELLIS LLP
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Tax I.D. No. 82-5323435)

In re:) Chapter 11
ASCENA TRADE SERVICES, LLC,) Case No. 20-33140 (KRH)
Debtor.)
Tax I.D. No. 47-1096647)

In re:) Chapter 11
ASNA PLUS FASHION, INC.,) Case No. 20-33141 (KRH)
Debtor.)
Tax I.D. No. 82-2505755)

In re:) Chapter 11
ASNA VALUE FASHION LLC,) Case No. 20-33142 (KRH)
Debtor.)
Tax I.D. No. 81-3580343)

In re:) Chapter 11
BACKINGBRANDS BUYING AGENT, LLC,) Case No. 20-33143 (KRH)
Debtor.)
Tax I.D. No. 83-4537194)

In re:) Chapter 11
BACKINGBRANDS SOLUTIONS, LLC,) Case No. 20-33146 (KRH)
Debtor.)
Tax I.D. No. 83-1072376)

In re:) Chapter 11
C.S.F. CORP.,) Case No. 20-33147 (KRH)
Debtor.)
Tax I.D. No. 23-2559339)

In re:) Chapter 11
CATALOG RECEIVABLES LLC,) Case No. 20-33148 (KRH)
Debtor.)
Tax I.D. No. 20-2776707)

In re:) Chapter 11
CATALOG SELLER LLC,) Case No. 20-33149 (KRH)
Debtor.)
Tax I.D. No. 20-2776763)

In re:) Chapter 11
)
CATHERINES #5124, INC.,) Case No. 20-33151 (KRH)
)
Debtor.)
)
Tax I.D. No. 41-2057508)

In re:) Chapter 11
)
CATHERINES #5147, INC.,) Case No. 20-33153 (KRH)
)
Debtor.)
)
Tax I.D. No. 33-1027890)

In re:) Chapter 11
)
CATHERINES STORES CORPORATION,) Case No. 20-33155 (KRH)
)
Debtor.)
)
Tax I.D. No. 62-1350411)

In re:) Chapter 11
)
CATHERINES, INC.,) Case No. 20-33158 (KRH)
)
Debtor.)
)
Tax I.D. No. 51-0297099)

In re:) Chapter 11
)
CCTM, INC.,) Case No. 20-33160 (KRH)
)
Debtor.)
)
Tax I.D. No. 20-5677183)

In re:)
CHARMING SALES CO. FOUR, INC.,) Chapter 11
Debtor.)
Tax I.D. No. 41-1950727)

In re:)
CHARMING SALES CO. ONE, INC.,) Case No. 20-33162 (KRH)
Debtor.)
Tax I.D. No. 93-0791385)

In re:)
CHARMING SALES CO. THREE, INC.,) Case No. 20-33164 (KRH)
Debtor.)
Tax I.D. No. 39-1389176)

In re:)
CHARMING SALES CO. TWO, INC.,) Case No. 20-33166 (KRH)
Debtor.)
Tax I.D. No. 39-1414983)

In re:)
CHARMING SHOPPES OF DELAWARE, INC.,) Case No. 20-33173 (KRH)
Debtor.)
Tax I.D. No. 23-1624093)

In re:)
) Chapter 11
)
CHARMING SHOPPES RECEIVABLES CORP.,) Case No. 20-33175 (KRH)
)
Debtor.)
)
Tax I.D. No. 51-0383871)

In re:) Chapter 11
)
CHARMING SHOPPES SELLER, INC.,) Case No. 20-33176 (KRH)
)
Debtor.)
)
Tax I.D. No. 23-3005349)

In re:) Chapter 11
)
CHARMING SHOPPES STREET, INC.,) Case No. 20-33114 (KRH)
)
Debtor.)
)
Tax I.D. No. 23-3005350)

In re:) Chapter 11
)
CHARMING SHOPPES, INC.,) Case No. 20-33115 (KRH)
)
Debtor.)
)
Tax I.D. No. 23-1721355)

In re:) Chapter 11
)
CHESTNUT ACQUISITION SUB INC.,) Case No. 20-33116 (KRH)
)
Debtor.)
)
Tax I.D. No. 26-0115759)

In re:) Chapter 11
CROSSTOWN TRADERS, INC.,) Case No. 20-33118 (KRH)
Debtor.)
Tax I.D. No. 05-0535617)

In re:) Chapter 11
CS HOLDCO II INC.,) Case No. 20-33119 (KRH)
Debtor.)
Tax I.D. No. 45-2874632)

In re:) Chapter 11
CSGC, INC.,) Case No. 20-33121 (KRH)
Debtor.)
Tax I.D. No. 46-0512649)

In re:) Chapter 11
CSI INDUSTRIES, INC.,) Case No. 20-33123 (KRH)
Debtor.)
Tax I.D. No. 23-2446257)

In re:) Chapter 11
CSPE, LLC,) Case No. 20-33124 (KRH)
Debtor.)
Tax I.D. No. 20-4900521)

In re:)
) Chapter 11
)
DBCM HOLDINGS, LLC,) Case No. 20-33112 (KRH)
)
Debtor.)
)
Tax I.D. No. 34-1988040)

In re:) Chapter 11
)
DBI HOLDINGS, INC.,) Case No. 20-33127 (KRH)
)
Debtor.)
)
Tax I.D. No. 06-0812960)

In re:) Chapter 11
)
DBX, INC.,) Case No. 20-33128 (KRH)
)
Debtor.)
)
Tax I.D. No. 13-3747455)

In re:) Chapter 11
)
DULUTH REAL ESTATE LLC,) Case No. 20-33129 (KRH)
)
Debtor.)
)
Tax I.D. No. 36-4797417)

In re:) Chapter 11
)
ETNA RETAIL DC, LLC,) Case No. 20-33131 (KRH)
)
Debtor.)
)
Tax I.D. No. 46-4866008)

In re:) Chapter 11
FASHION APPAREL SOURCING LLC,) Case No. 20-33133 (KRH)
Debtor.)
Tax I.D. No. 46-5005271)

In re:) Chapter 11
FASHION SERVICE FULFILLMENT) Case No. 20-33135 (KRH)
CORPORATION,)
Debtor.)
Tax I.D. No. 90-0124559)

In re:) Chapter 11
FASHION SERVICE LLC,) Case No. 20-33137 (KRH)
Debtor.)
Tax I.D. No. 23-2536983)

In re:) Chapter 11
GC FULFILLMENT, LLC,) Case No. 20-33139 (KRH)
Debtor.)
Tax I.D. No. 20-5913907)

In re:) Chapter 11
LANE BRYANT #6243, INC.,) Case No. 20-33144 (KRH)
Debtor.)
Tax I.D. No. 52-2153729)

In re:)
) Chapter 11
)
LANE BRYANT OF PENNSYLVANIA, INC.,) Case No. 20-33145 (KRH)
)
Debtor.)
)
Tax I.D. No. 20-5163249)

In re:) Chapter 11
)
LANE BRYANT OUTLET 4106, INC.,) Case No. 20-33150 (KRH)
)
Debtor.)
)
Tax I.D. No. 20-4885336)

In re:) Chapter 11
)
LANE BRYANT PURCHASING CORP.,) Case No. 20-33152 (KRH)
)
Debtor.)
)
Tax I.D. No. 20-3186128)

In re:) Chapter 11
)
LANE BRYANT, INC.,) Case No. 20-33154 (KRH)
)
Debtor.)
)
Tax I.D. No. 13-3118358)

In re:) Chapter 11
)
PSTM, INC.,) Case No. 20-33156 (KRH)
)
Debtor.)
)
Tax I.D. No. 20-3955974)

In re:) Chapter 11
SONSI, INC.,) Case No. 20-33157 (KRH)
Debtor.)
Tax I.D. No. 27-1726857)

In re:) Chapter 11
SPIRIT OF AMERICA, INC.,) Case No. 20-33159 (KRH)
Debtor.)
Tax I.D. No. 52-2177250)

In re:) Chapter 11
TOO GC, LLC,) Case No. 20-33161 (KRH)
Debtor.)
Tax I.D. No. 31-1812510)

In re:) Chapter 11
TWEEN BRANDS AGENCY, INC.,) Case No. 20-33163 (KRH)
Debtor.)
Tax I.D. No. 31-1694590)

In re:) Chapter 11
TWEEN BRANDS DIRECT SERVICES INC.,) Case No. 20-33165 (KRH)
Debtor.)
Tax I.D. No. 31-1694594)

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In re:)	Chapter 11
)	
TWEEN BRANDS, INC.,)	Case No. 20-33170 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 31-1333930)	
<hr/>)	
In re:	)	Chapter 11
)	
TWEEN BRANDS INVESTMENT, LLC,	)	Case No. 20-33167 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 04-3609377)	
<hr/>)	
In re:	)	Chapter 11
)	
TWEEN BRANDS MARKETING, INC.,	)	Case No. 20-33168 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 82-2877804)	
<hr/>)	
In re:	)	Chapter 11
)	
TWEEN BRANDS SERVICE CO.,	)	Case No. 20-33169 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 30-0048148)	
<hr/>)	
In re:	)	Chapter 11
)	
WINKS LANE, INC.,	)	Case No. 20-33171 (KRH)
)	
Debtor.)	
)	
Tax I.D. No. 23-2411389)	
<hr/>)	

In re:)	
	)	Chapter 11
WORLDWIDE RETAIL HOLDINGS, INC.,)	
	)	Case No. 20-33172 (KRH)
Debtor.)	
)	
Tax I.D. No. 30-0639445)	

**ORDER (I) DIRECTING JOINT ADMINISTRATION OF
CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter 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 August 15, 1984; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

relief granted herein; 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 Motion is granted as set forth in this Order.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 20-33113 (KRH).
3. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

)	
In re:	)	Chapter 11
)	
ASCENA RETAIL GROUP, INC., <i>et al.</i> , ¹	)	Case No. 20-33113 (KRH)
)	
Debtors.	)	(Jointly Administered)
)	

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Debtor Ascena Retail Group, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.
5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than Ascena Retail Group, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia directing joint administration for procedural purposes only of the chapter 11 cases of: Ascena Retail Group, Inc., Case No. 20-33113; 933 Inspiration LLC, Case No. 20-33117; ANN Card Services, Inc., Case No. 20-33120; ANN, Inc., Case No. 20-33122; AnnCo, Inc., Case No. 20-33125;

AnnTaylor Distribution Services, Inc., Case No. 20-33126; AnnTaylor of Puerto Rico, Inc. Case No. 20-33130; AnnTaylor Retail, Inc., Case No. 20-33132; AnnTaylor, Inc., Case No. 20-33134; Ascena Retail Holdings, Inc., Case No. 20-33136; Ascena Trade Services, LLC, Case No. 20-33140; ASNA Plus Fashion, Inc., Case No. 20-33141; ASNA Value Fashion LLC, Case No. 20-33142; BackingBrands Buying Agent, LLC, Case No. 20-33143; BackingBrands Solutions, LLC, Case No. 20-33146; C.S.F. Corp., Case No. 20-33147; Catalog Receivables LLC, Case No. 20-33148; Catalog Seller LLC, Case No. 20-33149; Catherines #5124, Inc., Case No. 20-33151; Catherines #5147, Inc., Case No. 20-33153; Catherines Stores Corporation, Case No. 20-33155; Catherines, Inc., Case No. 20-33158; CCTM, Inc., Case No. 20-33160; Charming Sales Co. Four, Inc., Case No. 20-33162; Charming Sales Co. One, Inc., Case No. 20-33164; Charming Sales Co. Three, Inc., Case No. 20-33166; Charming Sales Co. Two, Inc., Case No. 20-33173; Charming Shoppes of Delaware, Inc., Case No. 20-33174; Charming Shoppes Receivables Corp., Case No. 20-33175; Charming Shoppes Seller, Inc., Case No. 20-33176; Charming Shoppes Street, Inc., Case No. 20-33114; Charming Shoppes, Inc., Case No. 20-33115; Chestnut Acquisition Sub Inc., Case No. 20-33116; Crosstown Traders, Inc., Case No. 20-33118; CS HoldCo II Inc., Case No. 20-33119; CSGC, Inc., Case No. 20-33121; CSI Industries, Inc., Case No. 20-33123; CSPE, LLC, Case No. 20-33124; DBCM Holdings, LLC, Case No. 20-33112; DBI Holdings, Inc., Case No. 20-33127; DBX, Inc., Case No. 20-33128; Duluth Real Estate LLC, Case No. 20-33129; Etna Retail DC, LLC, Case No. 20-33131; Fashion Apparel Sourcing LLC, Case No. 20-33133; Fashion Service Fulfillment Corporation, Case No. 20-33135; Fashion Service LLC, Case No. 20-33137; GC Fulfillment, LLC, Case No. 20-33139; Lane Bryant #6243, Inc., Case No. 20-33144; Lane Bryant of Pennsylvania, Inc., Case No. 20-33145; Lane Bryant Outlet 4106, Inc., Case No. 20-33150; Lane Bryant Purchasing Corp., Case No. 20-33152; Lane Bryant, Inc., Case No. 20-33154; PSTM, Inc., Case No. 20-33156; Sonsi, Inc., Case No. 20-33157; Spirit of America, Inc., Case No. 20-33159; Too GC, LLC, Case No. 20-33161; Tween Brands Agency, Inc., Case No. 20-33163; Tween Brands Direct Services Inc., Case No. 20-33165; Tween Brands Investment, LLC, Case No. 20-33167; Tween Brands Marketing, Inc., Case No. 20-33168; Tween Brands Service Co., Case No. 20-33169; Tween Brands, Inc., Case No. 20-33170; Winks Lane, Inc., Case No. 20-33171; and Worldwide Retail Holdings, Inc., Case No. 20-33172. The docket in Case No. 20-33113 (KRH) should be consulted for all matters affecting this case.

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. The Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of the Debtors to seek entry of an Order substantively consolidating their respective cases.

9. Nothing contained in the Motion or this Order shall be deemed or construed as precluding the Debtors from causing any of their non-Debtor, wholly owned subsidiaries from commencing voluntary cases under the Bankruptcy Code.

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

11. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Bankruptcy Rules are satisfied by such notice.

12. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (*pro hac vice* pending)
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-and-
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300 North LaSalle
Chicago, Illinois 60654
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Facsimile: (312) 862-2200

/s/ Cullen D. Speckhart
COOLEY LLP
Cullen D. Speckhart (VSB 79096)
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Olya Antle (VSB 83153)
Admitted to practice in Virginia; Not admitted to practice in DC, supervised by members of DC bar
1299 Pennsylvania Avenue, NW, Suite 700
Washington, DC 20004-2400
Telephone: (202) 842-7800
Facsimile: (202) 842-7899

Proposed Co-Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to 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/ Cullen D. Speckhart