

**KIRKLAND & ELLIS LLP**  
**KIRKLAND & ELLIS INTERNATIONAL LLP**  
 Edward O. Sassower, P.C.  
 Steven N. Serajeddini, P.C. (*pro hac vice* pending)  
 601 Lexington Avenue  
 New York, New York 10022  
 Telephone: (212) 446-4800  
 Facsimile: (212) 446-4900  
 -and-  
 John R. Luze (*pro hac vice* pending)  
 300 North LaSalle  
 Chicago, Illinois 60654  
 Telephone: (312) 862-2000  
 Facsimile: (312) 862-2200

**COOLEY LLP**  
 Cullen D. Speckhart (VSB 79096)  
*Admitted to practice in New York, Virginia, Missouri and Texas; Not admitted to practice in DC, supervised by members of DC bar*  
 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*

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

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

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

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

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

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

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

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In re:	)	Chapter 11
	)	
ANNTAYLOR, INC.,	)	Case No. 20-33134 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 51-0297083	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
ASCENA RETAIL HOLDINGS, INC.,	)	Case No. 20-33136 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-5323435	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
ASCENA TRADE SERVICES, LLC,	)	Case No. 20-33140 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 47-1096647	)	
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In re:	)	Chapter 11
	)	
ASNA PLUS FASHION, INC.,	)	Case No. 20-33141 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-2505755	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
ASNA VALUE FASHION LLC,	)	Case No. 20-33142 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 81-3580343	)	
<hr/>	)	

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In re:	)	Chapter 11
	)	
BACKINGBRANDS BUYING AGENT, LLC,	)	Case No. 20-33143 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 83-4537194	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
BACKINGBRANDS SOLUTIONS, LLC,	)	Case No. 20-33146 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 83-1072376	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
C.S.F. CORP.,	)	Case No. 20-33147 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 23-2559339	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
CATALOG RECEIVABLES LLC,	)	Case No. 20-33148 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-2776707	)	
<hr/>	)	
In re:	)	Chapter 11
	)	
CATALOG SELLER LLC,	)	Case No. 20-33149 (KRH)
	)	
Debtor.	)	
	)	
Tax I.D. No. 20-2776763	)	
<hr/>	)	

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In re:	)	Chapter 11
	)	
CATHERINES #5124, INC.,	)	Case No. 20-33151 (KRH)
	)	
Debtor.	)	
	)	
<u>Tax I.D. No. 41-2057508</u>	)	
	)	
In re:	)	Chapter 11
	)	
CATHERINES #5147, INC.,	)	Case No. 20-33153 (KRH)
	)	
Debtor.	)	
	)	
<u>Tax I.D. No. 33-1027890</u>	)	
	)	
In re:	)	Chapter 11
	)	
CATHERINES STORES CORPORATION,	)	Case No. 20-33155 (KRH)
	)	
Debtor.	)	
	)	
<u>Tax I.D. No. 62-1350411</u>	)	
	)	
In re:	)	Chapter 11
	)	
CATHERINES, INC.,	)	Case No. 20-33158 (KRH)
	)	
Debtor.	)	
	)	
<u>Tax I.D. No. 51-0297099</u>	)	
	)	
In re:	)	Chapter 11
	)	
CCTM, INC.,	)	Case No. 20-33160 (KRH)
	)	
Debtor.	)	
	)	
<u>Tax I.D. No. 20-5677183</u>	)	

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

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

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

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

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

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

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In re: )  
CHARMING SHOPPES SELLER, INC., ) Case No. 20-33175 (KRH)  
Debtor. )  
Tax I.D. No. 23-3005349 )  

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In re: )  
CHARMING SHOPPES STREET, INC., ) Case No. 20-33176 (KRH)  
Debtor. )  
Tax I.D. No. 23-3005350 )  

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In re: )  
CHARMING SHOPPES, INC., ) Chapter 11  
Debtor. )  
Tax I.D. No. 23-1721355 )  

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In re: )  
CHESTNUT ACQUISITION SUB INC., ) Case No. 20-33114 (KRH)  
Debtor. )  
Tax I.D. No. 26-0115759 )  

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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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: )  
TWEEN BRANDS, INC., ) Chapter 11  
Debtor. ) Case No. 20-33170 (KRH)  
Tax I.D. No. 31-1333930 )

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In re: )  
TWEEN BRANDS INVESTMENT, LLC, ) Chapter 11  
Debtor. ) Case No. 20-33167 (KRH)  
Tax I.D. No. 04-3609377 )

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In re: )  
TWEEN BRANDS MARKETING, INC., ) Chapter 11  
Debtor. ) Case No. 20-33168 (KRH)  
Tax I.D. No. 82-2877804 )

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In re: )  
TWEEN BRANDS SERVICE CO., ) Chapter 11  
Debtor. ) Case No. 20-33169 (KRH)  
Tax I.D. No. 30-0048148 )

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In re: )  
WINKS LANE, INC., ) Chapter 11  
Debtor. ) Case No. 20-33171 (KRH)  
Tax I.D. No. 23-2411389 )

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

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

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Upon the motion (the “Motion”)<sup>1</sup> 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

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<sup>1</sup> 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> , <sup>1</sup>	)	Case No. 20-33113 (KRH)
	)	
Debtors.	)	(Jointly Administered)
	)	

<sup>1</sup> 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: Jul 23 2020  
Richmond, Virginia

/s/ Kevin R Huennekens

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United States Bankruptcy Judge

Entered on Docket: Jul 23 2020

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)

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

-and-

John R. Luze (*pro hac vice* pending)

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

/s/ Cullen D. Speckhart

**COOLEY LLP**

Cullen D. Speckhart (VSB 79096)

*Admitted to practice in New York, Virginia, Missouri and Texas; Not admitted to practice in DC, supervised by members of DC bar*

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