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**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) |
| |) | |

**ORDER (I) SETTING BAR DATES FOR FILING
 PROOFS OF CLAIM, INCLUDING REQUESTS FOR
 PAYMENT UNDER SECTION 503(B)(9), (II) ESTABLISHING
 AMENDED SCHEDULES BAR DATE AND REJECTION DAMAGES
 BAR DATE, (III) APPROVING THE FORM OF AND MANNER FOR
 FILING PROOFS OF CLAIM, INCLUDING SECTION 503(B)(9) REQUESTS,
 (IV) APPROVING NOTICE OF BAR DATES, AND (V) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Bar Date Order”) approving the Bar Dates,

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ 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 Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion. Except as otherwise defined herein and in the Motion, all terms specifically defined in the Bankruptcy Code shall have those meanings ascribed to them by the Bankruptcy Code. In particular, as used herein: (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term “entity” has the meaning given to

the Proof of Claim Form, the Bar Date Notice, and the Publication Notice, 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 this Court having found that it 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 that 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 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 herein.

I. The Bar Dates and Procedures for Filing Proofs of Claim.

2. Each entity that asserts a claim against the Debtors that arose before the Petition Date, including requests for payment under section 503(b)(9) of the Bankruptcy Code,

it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

shall be required to file an original, written proof of claim (a “Proof of Claim”), substantially in the form attached hereto as **Exhibit 1** (the “Proof of Claim Form”) or Official Form 410.³

3. Except in the cases of governmental units and certain other exceptions explicitly set forth in this Bar Date Order, all Proofs of Claim must be filed so that they are actually received by Prime Clerk (on or before **September 30, 2020, at 4:00 p.m., prevailing Eastern Time** (the “General Claims Bar Date”), at the addresses and in the form set forth herein.

4. The General Claims Bar Date applies to all types of claims against the Debtors that arose or are deemed to have arisen before the Petition Date, except for claims specifically exempt from complying with the applicable Bar Dates (as defined herein) as set forth this Bar Date Order.

5. All governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) that arose (or are deemed to have arisen) prior to the Petition Date, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party, must file such Proofs of Claim so they are actually received by Prime Clerk on or before **January 19, 2021, at 4:00 p.m., prevailing Eastern Time** (the “Governmental Bar Date”), at the addresses and in the form set forth herein.

6. Unless otherwise ordered by the Court, all entities asserting claims arising from the rejection of executory contracts and unexpired leases of the Debtors shall file a Proof of Claim on account of such rejection by the later of (i) the General Claims Bar Date or the Governmental Bar Date, as applicable, and (ii) **4:00 p.m., prevailing Eastern time**, on the date that is **30 days** after the later of (A) entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors or (B) the effective date of a rejection of any executory contract or unexpired

³ Copies of the Proof of Claim Form and/or Official Form 410 may be obtained by: (a) calling the Debtors’ restructuring hotline at (877) 930-4319 (toll free) or (347)-817-4076 (international); (b) visiting the Debtors’ restructuring website at: <http://cases.primeclerk.com/ascena>; or (c) visiting the website maintained by the Court at <http://www.vaeb.uscourts.gov/>.

lease of the Debtors pursuant to operation of any Court order (the “Rejection Damages Bar Date”). For the avoidance of doubt, claims arising from the rejection of unexpired leases of the Debtors for purposes of this Bar Date Order may also include any claims arising under such unexpired leases as of the Petition Date, and counterparties to unexpired leases parties shall not be required to file Proofs of Claim until such unexpired lease has been rejected by Court order and the timing of filing any such rejection damages claim shall then be governed by the applicable rejection order.

7. If the Debtors amend or supplement their Schedules after having filed their Schedules to reduce or increase the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the Debtors shall give notice by first-class mail of such amendment to holders of claims affected thereby, and the deadline for those holders to file Proofs of Claim, if necessary, shall be the later of (i) the General Claims Bar Date or the Governmental Bar Date, as applicable, to such claim, and (ii) **4:00 p.m., prevailing Eastern time**, on the date that is **30 days** from the date the notice of the Schedule amendment is mailed (the “Amended Schedules Bar Date” and, together with the General Claims Bar Date, the Governmental Bar Date, and the Rejection Damages Bar Date, the “Bar Date” or “Bar Dates”).

8. All Proofs of Claim must be filed so as to be *actually received* by Prime Clerk on or before the applicable Bar Date. If Proofs of Claim are not received by Prime Clerk on or before the applicable Bar Date, except in the case of certain exceptions explicitly set forth in this Bar Date Order, the holders of the underlying claims shall be barred from asserting such claims against the Debtors and/or receiving distributions from the Debtors on account of such claims in these chapter 11 cases.

II. Parties Required to File Proofs of Claim.

9. Except as otherwise set forth herein, the Debtors respectfully request that the Court require each of the following entities holding claims against the Debtors arising prior to the Petition Date to file Proofs of Claim on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the Schedules;
- d. any former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any (i) grievance or (ii) claim arising from such employee's employment or the termination thereof prior to the General Claims Bar Date to the extent grounds for such grievances or claims, in whole or in part, arose on or relate to services prior to the Petition Date; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. Parties Exempted from the Bar Date.

10. The following categories of claimants shall not be required to file a Proof of Claim by the Bar Date:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with the Clerk of the Court or Prime Clerk in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such entity does not

dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. any person or entity whose claim has previously been allowed by order of the Court, including those claims specifically allowed pursuant to the *Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b)* [Docket No. 61] (together, with any subsequent interim or final order approving the use of cash collateral and/or postpetition financing, the “Cash Collateral Order”);
- d. any holder of a claim for any fees, expenses, or other obligations arising under any final order approving the Debtors’ access to postpetition financing;
- e. any person or entity whose claim has been paid in full or is otherwise fully satisfied by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- f. any Debtor having a claim against another Debtor;
- g. any non-Debtor subsidiary having a claim against a Debtor that is reflected on such Debtor’s books and records;
- h. any person or entity whose claim is solely against any of the Debtors’ non-Debtor affiliates;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current or former employee must submit a Proof of Claim by the General Claims Bar Date for all other claims arising or relating to service or the termination thereof before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current employee for claims based on indemnification or contribution, so long as that current employee is not an insider;
- k. any entity holding a claim for which a separate deadline is fixed by this Court;
- l. any entity that holds an interest in any of the Debtors, which interest is based exclusively on the ownership of common stock, preferred stock, membership interests, partnership interests, or rights to purchase, sell, or subscribe to such an interest; provided that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors,

including claims that arise out of or relate to the ownership or purchase of an interest, must file proofs of claim on or before the applicable Bar Date unless another exception identified herein applies;⁴

- m. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course; *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Claims Bar Date;
- n. any holder of a claim arising under the Debtors' prepetition Term Loan Facility; *provided* that the administrative agent under such debt may (but is not required to) file one master proof of claim by the General Claims Bar Date with respect to all of the claims thereunder; and
- o. DIP ABL Agent, DIP ABL Lenders, DIP Secured Parties, Prepetition ABL Agents, Prepetition ABL Lenders, or Prepetition ABL Parties with regard to claims arising from or relating to the DIP ABL Documents or the Prepetition ABL Documents (each term in this subparagraph as defined in the Cash Collateral Order).

IV. Substantive Requirements of Proofs of Claim.

11. The following requirements shall apply with respect to filing and preparing each

Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (iv) set forth with reasonable specificity the legal and factual basis for the alleged claim; and (v) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

⁴ The Debtors reserve all rights with respect to any such claims, including to, inter alia, assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b).

- c. ***Electronic Signatures Permitted.*** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. ***Identification of the Debtor Entity.*** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number or otherwise without identifying a specific Debtor, will be deemed as filed only against Ascena Retail Group, Inc.
- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Ascena Retail Group, Inc.
- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that the Debtors' landlords are deemed to have prior written consent of Debtors' counsel to include summary documentation in their proofs of claim; *provided further* that any creditor that received such written consent shall be required to transmit such supporting documentation to Debtors' counsel upon request no later than ten days from the date of such request; *provided further* that in the case of any master proof of claim, such master proof of claim shall not be required to include any instruments, agreements, or other documents, but such instruments, agreements, or other documents will be provided to Debtors' counsel upon written request to counsel to the applicable administrative agent.
- g. ***Timely Service.*** Each Proof of Claim must be filed, including supporting documentation, so that Prime Clerk ***actually receives*** the Proof of Claim on or before the applicable Bar Date (or, where applicable, on or before any other Bar Date as set forth herein or by order of the Court) by either (i) electronically using the interface available on Prime Clerk's website at <http://cases.primeclerk.com/ascena>, (ii) U.S. Mail, or other overnight mail, or (iii) by hand-delivery system, which Proof of Claim must include an original signature, at the following address:

Ascena Retail Group, Inc. Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, New York 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. *Receipt of Service.* Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by Prime Clerk must submit a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Prime Clerk) and a self-addressed, stamped envelope.

V. Procedures for Providing Notice of the Bar Date.

A. Mailing of Bar Date Notices.

12. No later than three business days after the Court enters this Bar Date Order, the Debtors shall cause a written notice of the Bar Dates, substantially in the form attached hereto as **Exhibit 2** (the “Bar Date Notice”) and a Proof of Claim Form (together, the “Bar Date Package”) to be served via email (upon request), facsimile, or first class mail to the following entities:

- a. the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”);
- b. Pachulski Stang Ziehl & Jones LLP, as counsel to the official committee of unsecured creditors;
- c. the agents under the Debtors’ prepetition secured facilities, including the Prepetition ABL Agent (as defined in the Cash Collateral Order), and counsel thereto;
- d. the DIP Agents (as defined in the Cash Collateral Order) and their respective counsel thereto;
- e. Milbank LLP, as counsel to the ad hoc group of term lenders;
- f. all creditors and other known holders of claims against the Debtors as of the date of entry of the Bar Date Order, including all entities to be listed in the Schedules as holding claims against the Debtors;
- g. all entities that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of the Bar Date Order;
- h. all entities that have filed Proofs of Claim in these chapter 11 cases as of the date of the Bar Date Order;

- i. all entities who are party to executory contracts and unexpired leases with the Debtors;
- j. all entities that are party to litigation with the Debtors;
- k. all current employees and former employees who were employed by the Debtors in the twenty-four months prior to the Petition Date (to the extent that contact information for such former employees is available in the Debtors' records after reasonable inquiry);
- l. all regulatory authorities that regulate the Debtors' businesses, including environmental and permitting authorities;
- m. the United States Attorney's Office for the Eastern District of Virginia and for the states in which the Debtors operate;
- n. the office of the attorneys general for the states in which the Debtors operate;
- o. the national association of attorney generals;
- p. the Internal Revenue Service;
- q. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business; and
- r. the Securities and Exchange Commission.

13. The Debtors shall be required to mail notice of the Bar Date Notice only to their known creditors, and such mailing shall be made to the last known mailing address for each such creditor, as reflected in the Debtors' books and records at such time.

14. The Debtors are authorized to provide service of the Bar Date Notice via electronic mail for those foreign creditors where mail service may be delayed or suspended by virtue of the impact of COVID-19.

15. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their

names and addresses to the Debtors for direct mailing; and (c) additional potential claimants become known as the result of the Bar Date mailing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to eighteen days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

B. Publication of Bar Date Notice.

16. The Debtors shall cause the Bar Date Notice to be given by publication to creditors to whom notice by mail is impracticable, including creditors who are unknown or not reasonably ascertainable by the Debtors and creditors whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the Bar Date Notice to be published and modified for publication in substantially the form annexed hereto as **Exhibit 3** (the "Publication Notice"), on one occasion in each of *USA Today* (national edition) and *The New York Times* (national edition), as soon as reasonably practicable after the later of the entry of this Bar Date Order or the date upon which the Schedules are filed.

VI. Consequences of Failure to File a Proof of Claim.

17. Any entity that is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Claim with respect thereto) and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim. Without limiting the foregoing sentence, any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code that fails to file a Proof of Claim in accordance with this Bar Date Order shall not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code,

regardless of whether such claim is identified on the Schedules as not contingent, not disputed, and not liquidated.

18. Any such entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date Order on or before the applicable Bar Date shall be prohibited from voting to accept or reject any chapter 11 plan filed in these chapter 11 cases, participating in any distribution in these chapter 11 cases on account of such claim, or receiving further notices regarding such claim.

VII. Miscellaneous.

19. Notwithstanding anything to the contrary in this Bar Date Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, any order of this Court, or any proof of claim form or notice of the bar date: (i) ACE American Insurance Company, on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the “ACE Companies”), may file a single consolidated Proof of Claim (the “ACE Proof of Claim”) in the chapter 11 case of Ascena Retail Group, Inc., Case No. 20-33113 (the “Lead Case”), which shall be deemed filed by each of the ACE Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors; (ii) Federal Insurance Company on its own behalf and on behalf of all of its U.S.-based affiliates and successors (collectively, the “Chubb Companies”) may file a single consolidated Proof of Claim (the “Chubb Proof of Claim” and, collectively with the ACE Proof of Claim, the “Consolidated Claims”) in the Lead Case, which shall be deemed filed by each of the Chubb Companies not only in the Lead Case, but also in the chapter 11 case of each of the Debtors; and (iii) as the documents supporting the Consolidated Claims are voluminous and contain confidential information, the documents supporting the Consolidated Claims will not be filed with the Consolidated Claims; *provided* that the ACE Companies or the Chubb Companies shall, upon reasonable request, provide such documents supporting the Consolidated Claims

within ten (10) days to the Debtors. Nothing contained in this paragraph shall be construed as a waiver or modification of any rights, claims or defenses, including, without limitation, the right of the ACE Companies or the Chubb Companies to (a) assert joint and several liability against some or all of the Debtors, (b) modify the Debtor(s) against which the Consolidated Claims are asserted, or (c) amend the amount or nature of the Consolidated Claims; *provided, however*, that the Consolidated Claims shall not be disallowed, reduced or expunged solely on the basis that the Consolidated Claims are filed (i) only in the Lead Case and only against Ascena Retail Group, Inc. (instead of in the bankruptcy cases of each or any of the other Debtors), and/or (ii) only by either of ACE American Insurance Company or Federal Insurance Company (instead of by each of the ACE Companies or the Chubb Companies, respectively).

20. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

21. Local Bankruptcy Rule 3003-1(A) is hereby waived with respect to these chapter 11 cases.

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

23. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of the Bar Date Order.

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

Dated: Aug 27 2020
Richmond, Virginia

/s/ Kevin R Huennekens

United States Bankruptcy Judge

Entered on Docket: Aug 27 2020

WE ASK FOR THIS:

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/s/ Cullen D. Speckhart
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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

Exhibit 1

Proof of Claim Form

Fill in this information to identify the case (Select only one Debtor per claim form):

Debtor: _____

Case Number: _____

Official Form 410
Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense (other than a claim entitled to priority under 11 U.S.C. § 503(b)(9)). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?
 Name of the current creditor (the person or entity to be paid for this claim) _____
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?
 No
 Yes. From whom? _____

| | | |
|---|--|--|
| 3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) | Where should notices to the creditor be sent? | Where should payments to the creditor be sent? (if different) |
| | Contact phone _____ Contact email _____ | Contact phone _____ Contact email _____ |

4. Does this claim amend one already filed?
 No
 Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?
 No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$_____. Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$_____ Amount of the claim that is secured: \$_____ Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$_____ Annual Interest Rate (when case was filed) _____% Fixed Variable

10. Is this claim based on a lease? No Yes. Amount necessary to cure any default as of the date of the petition. \$_____

11. Is this claim subject to a right of setoff? No Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
 Yes. Check one:

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. \$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

- No
 Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____(mm/dd/yyyy)

Signature

Name of the person who is completing and signing this claim:

Name _____
 First name Middle name Last name

Title _____

Company _____
 Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
 Number Street

City State ZIP Code

Contact phone _____ Email _____

Attach Supporting Documentation (limited to a single PDF attachment that is less than 5 megabytes in size and under 100 pages):

I have supporting documentation.
(attach below)

I do not have supporting documentation.

PLEASE REVIEW YOUR PROOF OF CLAIM AND SUPPORTING DOCUMENTS AND REDACT ACCORDINGLY PRIOR TO UPLOADING THEM. PROOFS OF CLAIM AND ATTACHMENTS ARE PUBLIC DOCUMENTS THAT WILL BE AVAILABLE FOR ANYONE TO VIEW ONLINE.

IMPORTANT NOTE REGARDING REDACTING YOUR PROOF OF CLAIM AND SUPPORTING DOCUMENTATION When you submit a proof of claim and any supporting documentation you must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. The responsibility for redacting personal data identifiers (as defined in Federal Rule of Bankruptcy Procedure 9037) rests solely with the party submitting the documentation and their counsel. Prime Clerk and the Clerk of the Court will not review any document for redaction or compliance with this Rule and you hereby release and agree to hold harmless Prime Clerk and the Clerk of the Court from the disclosure of any personal data identifiers included in your submission. In the event Prime Clerk or the Clerk of the Court discover that personal identifier data or information concerning a minor individual has been included in a pleading, Prime Clerk and the Clerk of the Court are authorized, in their sole discretion, to redact all such information from the text of the filing and make an entry indicating the correction.

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <https://cases.primeclerk.com/ascena>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

Ascena Retail Group, Inc. Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

Do not file these instructions with your form

Exhibit 2

Proposed Bar Date Notice

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
 Edward O. Sassower, P.C.
 Steven N. Serajeddini, P.C. (admitted *pro hac vice*)
 601 Lexington Avenue
 New York, New York 10022
 Telephone: (212) 446-4800
 Facsimile: (212) 446-4900
 -and-
 John R. Luze (admitted *pro hac vice*)
 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., <i>et al.</i> , ¹ |) | Case No. 20-33113 (KRH) |
| Debtors. |) | (Jointly Administered) |
| |) | |

**NOTICE OF DEADLINES FOR THE FILING OF
 PROOFS OF CLAIM, INCLUDING REQUESTS FOR PAYMENT
 PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF THE FOLLOWING DEBTOR ENTITIES:

| DEBTOR | CASE NO. |
|---------------------------------------|----------|
| Ascena Retail Group, Inc. | 20-33113 |
| 933 Inspiration LLC | 20-33117 |
| ANN Card Services, Inc. | 20-33120 |
| ANN, Inc. | 20-33122 |
| AnnCo, Inc. | 20-33125 |
| AnnTaylor Distribution Services, Inc. | 20-33126 |
| AnnTaylor of Puerto Rico, Inc. | 20-33130 |

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' 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.

| | |
|---|----------|
| AnnTaylor Retail, Inc. | 20-33132 |
| AnnTaylor, Inc. | 20-33134 |
| Ascena Retail Holdings, Inc. | 20-33136 |
| Ascena Trade Services, LLC | 20-33140 |
| ASNA Plus Fashion, Inc. | 20-33141 |
| ASNA Value Fashion LLC | 20-33142 |
| BackingBrands Buying Agent, LLC | 20-33143 |
| BackingBrands Solutions, LLC | 20-33146 |
| C.S.F. Corp. | 20-33147 |
| Catalog Receivables LLC | 20-33148 |
| Catalog Seller LLC | 20-33149 |
| Catherines #5124, Inc. | 20-33151 |
| Catherines #5147, Inc. | 20-33153 |
| Catherines Stores Corporation | 20-33155 |
| Catherines, Inc. | 20-33158 |
| CCTM, Inc. | 20-33160 |
| Charming Sales Co. Four Inc. | 20-33162 |
| Charming Sales Co. One, Inc. | 20-33164 |
| Charming Sales Co. Three, Inc. | 20-33166 |
| Charming Sales Co. Two, Inc. | 20-33173 |
| Charming Shoppes of Delaware, Inc. | 20-33174 |
| Charming Shoppes Receivables Corp. | 20-33175 |
| Charming Shoppes Seller, Inc. | 20-33176 |
| Charming Shoppes Street, Inc. | 20-33114 |
| Charming Shoppes, Inc. | 20-33115 |
| Chestnut Acquisition Sub Inc. | 20-33116 |
| Crosstown Traders, Inc. | 20-33118 |
| CS Holdco II Inc. | 20-33119 |
| CSGC, Inc. | 20-33121 |
| CSI Industries, Inc. | 20-33123 |
| CSPE, LLC | 20-33124 |
| DBCM Holdings, LLC | 20-33112 |
| DBI Holdings, Inc. | 20-33127 |
| DBX, Inc. | 20-33128 |
| Duluth Real Estate LLC | 20-33129 |
| Etna Retail DC, LLC | 20-33131 |
| Fashion Apparel Sourcing LLC | 20-33133 |
| Fashion Service Fulfillment Corporation | 20-33135 |
| Fashion Service LLC | 20-33137 |
| GC Fulfillment, LLC | 20-33139 |
| Lane Bryant #6243 | 20-33144 |
| Lane Bryant of Pennsylvania, Inc. | 20-33145 |
| Lane Bryant Outlet 4106, Inc. | 20-33150 |
| Lane Bryant Purchasing Corp. | 20-33152 |
| Lane Bryant, Inc. | 20-33154 |
| PSTM, Inc. | 20-33156 |
| Sonsi, Inc. | 20-33157 |
| Spirit of America, Inc. | 20-33159 |
| Too GC, LLC | 20-33161 |

| | |
|-----------------------------------|----------|
| Tween Brands Agency, Inc. | 20-33163 |
| Tween Brands Direct Services Inc. | 20-33165 |
| Tween Brands Investment, LLC | 20-33167 |
| Tween Brands Marketing, Inc. | 20-33168 |
| Tween Brands Service Co. | 20-33169 |
| Tween Brands, Inc. | 20-33170 |
| Winks Lane, Inc. | 20-33171 |
| Worldwide Retail Holdings, Inc. | 20-33172 |

PLEASE TAKE NOTICE THAT:

On July 23, 2020 (the “Petition Date”), Ascena Retail Group, Inc., and the above-captioned debtors and debtors in possession (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”).

On [___], 2020 the Court entered an order (the “Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim, including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code (“Proofs of Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim Form. As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the Eastern District of Virginia. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (collectively, the “Bar Dates”):

- a. **General Claims Bar Date.** Except as expressly set forth in this Notice, all entities (except governmental units) holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, including requests for payment pursuant to section 503(b)(9) of the

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Bar Date Order.

Bankruptcy Code, are required to file Proofs of Claim by **September 30, 2020, at 4:00 p.m., prevailing Eastern Time**. Except as expressly set forth in this Notice, the General Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims.

- b. ***Governmental Bar Date.*** All governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file proofs of claim by **January 19, 2021, at 4:00 p.m., prevailing Eastern Time**. The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.
- c. ***Rejection Damages Bar Date.*** Unless otherwise ordered by the Court, all entities holding claims against the Debtors arising from the rejection of executory contracts and unexpired leases of the Debtors are required to file Proofs of Claim by the later of (i) the General Claims Bar Date or the Governmental Bar Date, as applicable, or (ii) **4:00 p.m., prevailing Eastern time**, on the date that is **30 days** after the later of (A) entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors or (B) the effective date of a rejection of any executory contract or unexpired lease of the Debtors pursuant to operation of any Court order. For the avoidance of doubt, claims arising from the rejection of unexpired leases of the Debtors for purposes of this Bar Date Order may also include any claims arising under such unexpired leases as of the Petition Date, and counterparties to unexpired leases parties shall not be required to file Proofs of Claim until such unexpired lease has been rejected by Court order and the timing of filing any such rejection damages claim shall then be governed by the applicable rejection order.
- d. ***Amended Schedules Bar Date.*** If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce or increase the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim by the later of (i) the General Claims Bar Date or the Governmental Bar Date, as applicable, or (ii) **4:00 p.m., prevailing Eastern time**, on the date that is **30 days** after the date that on which the Debtors mailed notice of the amendment to the Schedules (or another time period as may be fixed by the Court).

II. WHO MUST FILE A PROOF OF CLAIM.

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date *must* file Proofs of Claim on or before the General Claims Bar Date, Governmental Bar Date, or any other Bar Date set forth in the Bar Date Order, as applicable:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as contingent, unliquidated, or disputed if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules;
- d. any former or present full-time, part-time, salaried, or hourly employees must submit Proofs of Claim relating to any (i) grievance or (ii) claim arising from such employee's employment or the termination thereof prior to the General Claims Bar Date to the extent grounds for such grievances or claims, in whole or in part, arose on or relate to services prior to the Petition Date; and
- e. any entity who believes that its claim against a Debtor is or may be an administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need *not* file Proofs of Claims:

- a. any entity that already has filed a signed Proof of Claim against the applicable Debtor with the Clerk of the Court or Prime Clerk in a form substantially similar to Official Form 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled by the Debtors as any of "disputed," "contingent," or "unliquidated;" (ii) such entity agrees with the amount, nature, and priority

of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;

- c. any person or entity whose claim has previously been allowed by order of the Court, including those claims specifically allowed pursuant to the *Interim Order Under 11 U.S.C. §§ 105, 361, 362, 363, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to Use Cash Collateral, (II) Granting Adequate Protection to the Prepetition Secured Parties, and (III) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(b)* [Docket No. 61] (together, with any subsequent interim or final order approving the use of cash collateral and/or postpetition financing, the “Cash Collateral Order”);a
- d. any holder of a claim for any fees, expenses, or other obligations arising under any final order approving the Debtors’ access to postpetition financing;
- e. any person or entity whose claim has been paid in full or is otherwise fully satisfied by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- f. any Debtor having a claim against another Debtor;
- g. any non-Debtor subsidiary having a claim against a Debtor that is reflected on such Debtor’s books and records;
- h. any person or entity whose claim is solely against any of the Debtors’ non-Debtor affiliates;
- i. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current or former employee must submit a Proof of Claim by the General Claims Bar Date for all other claims arising or relating to service or the termination thereof before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- j. any current or former officer, manager, director, or employee for claims based on indemnification, contribution, or reimbursement;
- k. any entity holding a claim for which a separate deadline is fixed by this Court;
- l. any entity that holds an interest in any of the Debtors, which interest is based exclusively on the ownership of common stock, preferred stock, membership interests, partnership interests, or rights to purchase, sell, or subscribe to such an interest; provided that interest holders who wish to

assert claims (as opposed to ownership interests) against any of the Debtors, including claims that arise out of or relate to the ownership or purchase of an interest, must file proofs of claim on or before the applicable Bar Date unless another exception identified herein applies;³

- m. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course;⁴ *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof of Claim on or prior to the General Claims Bar Date;
- n. any holder of a claim arising under the Debtors' prepetition Term Loan Facility; *provided* that the administrative agent under such debt may (but is not required to) file one master proof of claim by the General Claims Bar Date with respect to all of the claims thereunder; and
- o. DIP ABL Agent, DIP ABL Lenders, DIP Secured Parties, Prepetition ABL Agents, Prepetition ABL Lenders, or Prepetition ABL Parties with regard to claims arising from or relating to the DIP ABL Documents or the Prepetition ABL Documents (each term in this subparagraph as defined in the Cash Collateral Order).

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; (iv) set forth with reasonable specificity the legal and factual basis for the alleged claim; and (v) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being

³ The Debtors reserve all rights with respect to any such claims, including to, inter alia, assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b).

⁴ The deadline for filing a Proof of Claim of such claims shall be the Administrative Claims Bar Date, as defined in the Debtors' *Joint Chapter 11 Plan of Reorganization of Ascena Retail Group, Inc. and Its Debtor Affiliates* [Docket No. 154].

asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. ***Electronic Signatures Permitted.*** Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. ***Identification of the Debtor Entity.*** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number or otherwise without identifying a specific Debtor, will be deemed as filed only against Ascena Retail Group, Inc.
- e. ***Claim Against Multiple Debtor Entities.*** Each Proof of Claim must state a claim against ***only one*** Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against Ascena Retail Group, Inc.
- f. ***Supporting Documentation.*** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; *provided* that any creditor that received such written consent shall be required to transmit such supporting documentation to Debtors' counsel upon request no later than ten days from the date of such request; *provided* that in the case of any master proof of claim, such master proof of claim shall not be required to include any instruments, agreements, or other documents, but such instruments, agreements, or other documents will be provided to Debtors' counsel upon written request to counsel to the applicable administrative agent.
- g. ***Timely Service.*** Each Proof of Claim must be filed, including supporting documentation, so that Prime Clerk ***actually receives*** the Proof of Claim on or before the applicable Bar Date (or, where applicable, on or before any other Bar Date as set forth herein or by order of the Court) by either (i) electronically using the interface available on Prime Clerk's website at <http://cases.primeclerk.com/ascena>, (ii) U.S. Mail, or other overnight mail, or (iii) by hand-delivery system, which Proof of Claim must include an original signature, at the following address:

Ascena Retail Group, Inc. Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, New York 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

- h. ***Receipt of Service.*** Claimants submitting a Proof of Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Claim were received by Prime Clerk must submit a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Prime Clerk) and a self-addressed, stamped envelope.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION FOR THE DEBTORS ON ACCOUNT OF THE BARRED CLAIM OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

VI. RESERVATION OF RIGHTS.

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. If you agree with the nature, amount, and status

of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. ADDITIONAL INFORMATION.

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <http://cases.primeclerk.com/ascena>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.vaeb.uscourts.gov/>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 4:00 p.m., prevailing Eastern Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Eastern District of Virginia (Richmond Division), 701 East Broad Street, Suite 4000, Richmond, Virginia 23219-1888.

If you require additional information regarding the filing a Proof of Claim, you may contact the Debtors' restructuring hotline at: (877) 930-4319 (toll free) or (347) 817-4076 (international).

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.

Dated: August 26, 2020

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/s/ Cullen D. Speckhart

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Proposed Co-Counsel to the Debtors and Debtors in Possession

Exhibit 3

Proposed Publication Notice

KIRKLAND & ELLIS LLP
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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., <i>et al.</i> , ¹ |) | Case No. 20-33113 (KRH) |
| Debtors. |) | (Jointly Administered) |
| |) | |

**NOTICE OF DEADLINES FOR THE FILING
 OF PROOFS OF CLAIM, INCLUDING REQUESTS FOR
 PAYMENTS UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

THE GENERAL CLAIMS BAR DATE IS SEPTEMBER 30, 2020

THE GOVERNMENTAL CLAIMS BAR DATE IS JANUARY 19, 2021

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Claim. On [___], 2020, the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) entered an order (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim, including requests for payment

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ 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.

under section 503(b)(9) of the Bankruptcy Code, in the chapter 11 cases of the following debtors and debtors in possession (together, the “Debtors”):

| DEBTOR | CASE NO. |
|---------------------------------------|----------|
| Ascena Retail Group, Inc. | 20-33113 |
| 933 Inspiration LLC | 20-33117 |
| ANN Card Services, Inc. | 20-33120 |
| ANN, Inc. | 20-33122 |
| AnnCo, Inc. | 20-33125 |
| AnnTaylor Distribution Services, Inc. | 20-33126 |
| AnnTaylor of Puerto Rico, Inc. | 20-33130 |
| AnnTaylor Retail, Inc. | 20-33132 |
| AnnTaylor, Inc. | 20-33134 |
| Ascena Retail Holdings, Inc. | 20-33136 |
| Ascena Trade Services, LLC | 20-33140 |
| ASNA Plus Fashion, Inc. | 20-33141 |
| ASNA Value Fashion LLC | 20-33142 |
| BackingBrands Buying Agent, LLC | 20-33143 |
| BackingBrands Solutions, LLC | 20-33146 |
| C.S.F. Corp. | 20-33147 |
| Catalog Receivables LLC | 20-33148 |
| Catalog Seller LLC | 20-33149 |
| Catherines #5124, Inc. | 20-33151 |
| Catherines #5147, Inc. | 20-33153 |
| Catherines Stores Corporation | 20-33155 |
| Catherines, Inc. | 20-33158 |
| CCTM, Inc. | 20-33160 |
| Charming Sales Co. Four Inc. | 20-33162 |
| Charming Sales Co. One, Inc. | 20-33164 |
| Charming Sales Co. Three, Inc. | 20-33166 |
| Charming Sales Co. Two, Inc. | 20-33173 |
| Charming Shoppes of Delaware, Inc. | 20-33174 |
| Charming Shoppes Receivables Corp. | 20-33175 |
| Charming Shoppes Seller, Inc. | 20-33176 |
| Charming Shoppes Street, Inc. | 20-33114 |
| Charming Shoppes, Inc. | 20-33115 |
| Chestnut Acquisition Sub Inc. | 20-33116 |
| Crosstown Traders, Inc. | 20-33118 |
| CS Holdco II Inc. | 20-33119 |
| CSGC, Inc. | 20-33121 |
| CSI Industries, Inc. | 20-33123 |
| CSPE, LLC | 20-33124 |
| DBCM Holdings, LLC | 20-33112 |
| DBI Holdings, Inc. | 20-33127 |
| DBX, Inc. | 20-33128 |
| Duluth Real Estate LLC | 20-33129 |
| Etna Retail DC, LLC | 20-33131 |
| Fashion Apparel Sourcing LLC | 20-33133 |

| DEBTOR | CASE NO. |
|---|----------|
| Fashion Service Fulfillment Corporation | 20-33135 |
| Fashion Service LLC | 20-33137 |
| GC Fulfillment, LLC | 20-33139 |
| Lane Bryant #6243 | 20-33144 |
| Lane Bryant of Pennsylvania, Inc. | 20-33145 |
| Lane Bryant Outlet 4106, Inc. | 20-33150 |
| Lane Bryant Purchasing Corp. | 20-33152 |
| Lane Bryant, Inc. | 20-33154 |
| PSTM, Inc. | 20-33156 |
| Sonsi, Inc. | 20-33157 |
| Spirit of America, Inc. | 20-33159 |
| Too GC, LLC | 20-33161 |
| Tween Brands Agency, Inc. | 20-33163 |
| Tween Brands Direct Services Inc. | 20-33165 |
| Tween Brands Investment, LLC | 20-33167 |
| Tween Brands Marketing, Inc. | 20-33168 |
| Tween Brands Service Co. | 20-33169 |
| Tween Brands, Inc. | 20-33170 |
| Winks Lane, Inc. | 20-33171 |
| Worldwide Retail Holdings, Inc. | 20-33172 |

The Bar Dates. Pursuant to the Bar Date Order, *all* entities (except governmental units and those excepted from filing Proofs of Claim pursuant to the Bar Date Order), including individuals, partnerships, estates, and trusts who have a claim or potential claim against the Debtors that arose prior to July 23, 2020, no matter how remote or contingent such right to payment or equitable remedy may be, ***including*** requests for payment under section 503(b)(9) of the Bankruptcy Code, **MUST FILE A PROOF OF CLAIM** on or before **September 30, 2020, at 4:00 p.m., prevailing Eastern Time** (the “General Claims Bar Date”). Governmental entities who have a claim or potential claim against the Debtors that arose prior to July 23, 2020, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM** on or before **January 19, 2021, at 4:00 p.m., prevailing Eastern Time** (the “Governmental Bar Date”).

All entities holding claims against the Debtors arising from the rejection of executory contracts and unexpired leases of the Debtors are required to file Proofs of Claim by the later of (i) the General Claims Bar Date or the Governmental Bar Date, as applicable, or (ii) **4:00 p.m., prevailing Eastern time**, on the date that is **30 days** after the later of (A) entry of an order approving the rejection of any executory contract or unexpired lease of the Debtors or (B) the effective date of a rejection of any executory contract or unexpired lease of the Debtors pursuant to operation of any Court order (the “Rejection Damages Bar Date”). If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce or increase the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim by the later of (i) the General Claims Bar Date or the Governmental Bar Date, as applicable, or (ii) **4:00 p.m., prevailing**

Eastern Time, on the date that is **30 days** after the date that on which the Debtors mailed notice of the amendment to the Schedules (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

ANY PERSON OR ENTITY WHO IS REQUIRED TO BUT FAILS TO FILE A PROOF OF CLAIM, INCLUDING ANY REQUEST FOR PAYMENT UNDER SECTION 503(B)(9) OF THE BANKRUPTCY CODE ON OR BEFORE THE GENERAL CLAIMS BAR DATE OR GOVERNMENTAL BAR DATE, AS APPLICABLE, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN.

Filing a Proof of Claim. Each Proof of Claim must be filed, including supporting documentation, by electronic submission through Prime Clerk's website at <http://cases.primeclerk.com/ascena>, or if submitted through non-electronic means by U.S. Mail, other hand delivery system, which Proof of Claim must include an original signature, or other overnight mail, so as to be ***actually received*** by Prime Clerk on or before the General Claims Bar Date or the Governmental Bar Date at the following address:

Ascena Retail Group, Inc. Claims Processing Center
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, New York 11232

PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.

Contents of Proofs of Claim. Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410 and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant on behalf of the claimant, whether such signature is an electronic signature or is ink; (v) set forth with reasonable specificity the legal and factual basis for the alleged claim; and (vi) include as attachments any and all supporting documentation on which the claim is based. ***Please note*** that each Proof of Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, a Proof of Claim is treated as if filed only against Ascena Retail Group, Inc., or if a Proof of Claim is otherwise filed without identifying a specific Debtor, the Proof of Claim may be deemed as filed only against Ascena Retail Group, Inc.

Electronic Signatures Permitted. Proofs of Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.

Section 503(b)(9) Requests for Payment. Any Proof of Claim and/or priority asserting a claim arising under section 503(b)(9) of the Bankruptcy Code must also (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date;

(ii) attach any documentation identifying the particular invoices for which such 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Bar Date Notice, a Proof of Claim Form or related documents you may do so by: (i) calling the Debtors' restructuring hotline at (877) 930-4319 (toll free) or (347) 817-4076 (international); and/or (ii) visiting the Debtors' restructuring website at: <http://cases.primeclerk.com/ascena>.