

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., <i>et al.</i> , ¹)	
)	Case No. 20-33113 (KRH)
Debtors.)	
)	(Joint Administration Requested)

DEBTORS’ MOTION FOR AN EXPEDITED HEARING ON “FIRST DAY MOTIONS”

The above-captioned debtors and debtors in possession (collectively, the “Debtors”)² respectfully state as follows in support of this motion (this “Motion”):

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

² On July 23, 2020 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). A detailed description of the Debtors, their business, and the facts and circumstances supporting these chapter 11 cases is set forth in the *Declaration of Carrie W. Teffner, Interim Executive Chair of Ascena Retail Group, Inc., in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously herewith. Capitalized terms used but not defined herein shall have the meanings given to them in the First Day Declaration.

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), (a) setting an expedited hearing (the “First Day Hearing”) at the Court’s earliest convenience on the Debtors’ “first day” motions and applications (collectively, the “First Day Motions”), and (b) deeming the Debtors’ notice of the First Day Hearing as set forth herein to be adequate and appropriate notice under the circumstances.

2. On the Petition Date, the Debtors filed the First Day Motions to be heard by this Court on an expedited basis. Prompt entry of the relief requested in the First Day Motions is critical to maintaining the Debtors’ ongoing operations and the value of their bankruptcy estates. Accordingly, by this Motion, the Debtors seek this Court’s entry of an order setting an expedited First Day Hearing at the Court’s earliest available time, to consider the First Day Motions described on the proposed first day agenda set forth on **Exhibit 1** annexed to **Exhibit A** attached hereto (the “Proposed First Day Agenda”) and deeming the *Debtors’ Notice of Filing of Chapter 11 Petitions and First Day Motions and of Proposed Hearing on First Day Motions* as set forth on **Exhibit 2** annexed to **Exhibit A** attached hereto (the “Notice”) to be adequate and appropriate notice under the circumstances. The Debtors further request that the requirement of filing a written response to the First Day Motions is waived.

Jurisdiction, and Venue,

3. The United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984. The Debtors confirm their consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the

Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

5. The bases for the relief requested herein are sections 105(a) of the Bankruptcy Code and Rules 9013-1(M) and (N) of the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”).

Basis for Relief

6. Local Bankruptcy Rule 9013-1 allows the setting of a hearing on an expedited basis as requested herein. An expedited hearing on the First Day Motions is appropriate under these circumstances and is consistent with past practices in virtually every significant chapter 11 case, where various relief is required at the outset of the case to ensure a smooth transition into chapter 11.

7. Additionally, section 105(a) of the Bankruptcy Code provides this Court with the power to set an expedited First Day Hearing on the First Day Motions. Section 105(a) states that a bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

8. The relief sought in the First Day Motions is essential to avoid substantial disruption to the normal operations of the Debtors’ business. Moreover, expedited consideration of first day motions was granted by this Court in several previous chapter 11 cases. *See, e.g., In re Intelsat S.A.*, No. 20-32299 (KLP) (Bankr. E.D. Va. May 15, 2020); *In re Pier 1 Imports, Inc.*, No. 20-30805 (KRH) (Bankr. E.D. Va. Feb. 19, 2020); *In re Toys “R” Us, Inc.*, No. 17-34665 (KLP) (Bankr. E.D. Va. Sept 22, 2017); *In re The Gymboree Corporation*,

No. 17-32986 (KLP) Bankr. E.D. Va. June 12, 2017); *In re Penn Virginia Corp.*, No. 16-32395 (KLP) (Bankr. E.D. Va. May 13, 2016).³

Waiver of Memorandum of Points and Authorities

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

Notice

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

No Prior Request

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

³ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

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

Dated: July 23, 2020

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
Email: edward.sassower@kirkland.com
steven.serajeddini@kirkland.com

-and-

John R. Luze (*pro hac vice* pending)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: john.luze@kirkland.com

/s/ Cullen D. Speckhart

COOLEY LLP

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1299 Pennsylvania Avenue, NW, Suite 700
Washington, DC 20004-2400
Telephone: (202) 842-7800
Facsimile: (202) 842-7899
Email: cspeckhart@cooley.com
oantle@cooley.com-

Proposed Co-Counsel to the Debtors and Debtors in Possession

Certification

In support of the *Debtors' Motion for an Expedited Hearing on the "First Day Motions,"* and as required by Rule 9013-1(N) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia, the undersigned proposed counsel for the Debtors certifies as follows:

1. I am a member of the Bar of this Court.
2. I have carefully examined this matter and have concluded that there is a true need for an emergency hearing.
3. I have not created the emergency through the lack of diligence.
4. A *bona fide* effort to resolve the matters could not be made without a hearing.

/s/Cullen D. Speckhart

Exhibit A

Proposed Order

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
 Edward O. Sassower, P.C.
 Steven N. Serajeddini, P.C. (*pro hac vice* pending)
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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.)	(Joint Administration Requested)
)	

**ORDER SETTING AN EXPEDITED
 HEARING ON “FIRST DAY MOTIONS” AND FOR 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 “Order”), (a) setting an expedited hearing at the Court’s earliest convenience on the Debtors’ First Day Motions; and (b) deeming the Debtors’ notice of the First Day Hearing to be adequate and appropriate notice under the circumstances, all as more fully set forth in the Motion; and upon the First Day

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

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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 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.
2. A hearing will be held on **July 23, 2020, at 2:00 p.m., prevailing Eastern Time** (the "First Day Hearing"), to hear and consider the "first day" motions and applications listed on the proposed agenda attached hereto as **Exhibit 1** (collectively, the "First Day Motions").
3. The form of the Notice of Filing of Chapter 11 Petitions and First Day Motions and of Proposed Hearing on First Day Motions attached hereto as **Exhibit 2** (the "Notice") is approved.
4. As soon as practicable after the commencement of these chapter 11 cases, the Debtors shall serve notice of this Motion and the First Day Motions via hand, electronic mail,

overnight delivery, or facsimile to: (a) the United States Trustee for the Eastern District of Virginia; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) the agents under the Debtors' prepetition secured facilities and counsel thereto; (d) the DIP Agents and their respective counsel thereto; (e) counsel to the Ad Hoc Group; (f) the United States Attorney's Office for the Eastern District of Virginia; (g) the Internal Revenue Service; (h) the office of the attorneys general for the states in which the Debtors operate; (i) the Securities and Exchange Commission; (j) the National Association of Attorneys General; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002.

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

6. The notice requirements of Local Bankruptcy Rule 9013-1(M) are hereby waived for the Motion and the First Day Motions, subject to the Court's right, upon further consideration at the First Day Hearing, to require additional notice with respect to any particular First Day Motion.

7. Subject to the Debtors serving the First Day Motions in accordance with this Order, the requirements of Local Bankruptcy Rule 9022-1(B) are hereby waived for the Motion and the First Day Motions.

8. The requirement of filing a written response to the First Day Motions is waived.

9. The endorsement requirement of Local Bankruptcy Rule 9022-1(C) is hereby waived for the purposes of this Order.

10. A copy of this Order shall be separately docketed in each of the Debtors' chapter 11 cases.

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

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

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

Dated: _____
Richmond, Virginia

United States Bankruptcy Judge

WE ASK FOR THIS:

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (*pro hac vice* pending)
601 Lexington Avenue
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Chicago, Illinois 60654
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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

First Day Agenda

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (*pro hac vice* pending)
601 Lexington Avenue
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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., *et al.*,¹)
) Case No. 20-33113 (KRH)
Debtors.)
) (Joint Administration Requested)
)

**AGENDA OF MATTERS SCHEDULED FOR FIRST DAY
HEARING ON JULY 23, 2020 AT 2:00 P.M. (PREVAILING EASTERN TIME)**

I. INTRODUCTION

1. “First Day Declaration” Declaration of Carrie W. Teffner, Interim Executive Chair of Ascena Retail Group, Inc., in Support of Chapter 11 Petitions and First Day Motions [Docket No. 14]

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

II. MOTION TO EXPEDITE AND JOINT ADMINISTRATION

2. “Motion to Expedite First Day Hearing” Debtors’ Motion for an Expedited Hearing on “First Day Motions” [Docket No.]
3. “Joint Administration” Debtors’ Motion for Entry of an Order (i) Directing Joint Administration of Chapter 11 Cases and (ii) Granting Related Relief [Docket No. 21]

III. CASH COLLATERAL MOTION

4. “Cash Collateral Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to Obtain Postpetition Financing, (ii) Authorizing the Debtors to Use Cash Collateral, (iii) Granting Liens and Providing Superpriority Administrative Expense Status, (iv) Granting Adequate Protection to the Prepetition Lenders, (v) Modifying the Automatic Stay, (vi) Scheduling a Final Hearing, and (vii) Granting Related Relief [Docket No. 18]

Status: This matter is going forward in request for entry of an interim order on motion authorizing the use of cash collateral. Requests for entry of a final order authorizing the Debtors to obtain postpetition financing will be presented at second day proceedings in these cases.

IV. OPERATIONAL AND ADMINISTRATIVE MOTIONS

5. “Cash Management Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to (a) Continue to Operate Their Cash Management System, (b) Honor Certain Prepetition Obligations Related Thereto, (c) Maintain Existing Business Forms, and (d) Perform Intercompany Transactions, and (ii) Granting Related Relief [Docket No. 11]
6. “Wages Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to (a) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (b) Continue Employee Benefits Programs, and (ii) Granting Related Relief [Docket No. 7]
7. “Store Closing Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to Assume the Consulting Agreement, (ii) Approving Procedures for Store Closing Sales, and (iii) Granting Related Relief [Docket No. 16]
8. “All Trade Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to Pay Certain Prepetition Claims of (a) Lien Claimants, (b) 503(B)(9) Claimants, (c) Foreign Vendors, and (d) Critical Vendors, (ii) Confirming Administrative Expense Priority of Outstanding Orders, and (iii) Granting Related Relief [Docket No. 8]
9. “Customer Programs Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Authorizing the Debtors to Maintain and Administer Their Existing Customer

Programs and Honor Certain Prepetition Obligations Related Thereto, and (ii) Granting Related Relief [Docket No. 3]

10. “Utilities Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (ii) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Services, (iii) Approving the Debtors’ Proposed Procedures for Resolving Additional Assurance Requests, and (iv) Granting Related Relief [Docket No. 24]

11. “NOL Motion” Debtors’ Motion for Entry of Interim and Final Orders (i) Approving Notification and Hearing Procedures for Certain Transfers of Common Stock, and (ii) Granting Related Relief [Docket No. 9]

12. “Creditor Matrix Motion” Debtors’ Motion for Entry of an Order (i) Extending Time to File Schedules and Statements of Financial Affairs, (ii) Authorizing the Debtors to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (iii) Authorizing the Debtors to File a Consolidated List of the Debtors’ Thirty Largest Unsecured Creditors, (iv) Authorizing the Debtors to Redact Certain Personal Identification Information, (v) Waiving the Requirement to File a List of Equity Security Holders, and (vi) Granting Related Relief [Docket No. 5]

13. “Insurance Motion” Debtors’ Motion For Entry of Interim and Final Orders (i) Authorizing the Debtors to (a) Continue and Renew Their Insurance Policies and Honor All Obligations in Respect Thereof, and (b) Continue the Surety Bond Program, and (ii) Granting Related Relief [Docket No. 4]

14. “Taxes Motion” Debtors’ Motion For Entry of Interim and Final Orders (i) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (ii) Granting Related Relief [Docket No. 10]

15. “Case Management Procedures Motion” Debtors’ Motion for Entry of an Order (i) Establishing Certain Notice, Case Management, and Administrative Procedures and (ii) Granting Related Relief [Docket No. 22]

16. “Claims and Noticing Agent Retention Application” Debtors’ Application for Entry of an Order (i) Authorizing the Debtors to Employ and Retain Prime Clerk LLC as Claims and Noticing Agent and (ii) Granting Related Relief [Docket No. 6]

V. **MOTIONS FILED BUT NOT GOING FORWARD AS REQUESTS FOR FIRST DAY RELIEF**

17. “Lease Rejection Motion” Debtors’ Motion for Entry of an Order Authorizing (i) Rejection of Certain Unexpired Leases and (ii) Abandonment of Any Personal Property, Effective as of the Rejection Date, and (iii) Granting Related Relief [Docket No. 12]

18. “Assumption Procedures Motions” Debtors’ Motion for Entry of an Order
(i) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, and (ii) Granting Related Relief [Docket No. 13]

19. “Foreign Franchise Motion” Debtors’ Motion for Entry of an Order Authorizing Rejection of Certain Foreign Franchise Agreements Effective as of the Petition Date [Docket No. 25]

Dated: July 23, 2020

/s/ Cullen D. Speckhart

KIRKLAND & ELLIS LLP
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Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (*pro hac vice* pending)
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New York, New York 10022
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Proposed Co-Counsel to the Debtors and Debtors in Possession

Exhibit 2

Notice

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (*pro hac vice* pending)
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)
) Chapter 11
ASCENA RETAIL GROUP, INC., *et al.*,¹)
) Case No. 20-33113 (KRH)
)
Debtors.) (Joint Administration Requested)
)

**NOTICE OF FILING OF CHAPTER 11 PETITIONS AND
FIRST DAY MOTIONS AND OF PROPOSED HEARING ON FIRST DAY MOTIONS**

PLEASE TAKE NOTICE THAT on July 23, 2020 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the “Court”), their respective voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) commencing the above-captioned chapter 11 cases.

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

PLEASE TAKE FURTHER NOTICE THAT together with their chapter 11 petitions, the Debtors also requested an expedited hearing before the Court (the “First Day Hearing”) to consider certain motions and applications filed on the Petition Date and listed on the Proposed First Day Agenda attached hereto (collectively, the “First Day Motions”).

PLEASE TAKE FURTHER NOTICE THAT the Court has scheduled the First Day Hearing on **July 23, 2020, at 2:00 p.m., prevailing Eastern Time**, 5th Floor, United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division, 701 East Broad Street, Richmond, Virginia, 23219. The First Day Hearing will be held by remote video conference and interested parties may participate in such First Day Hearing by registering through Zoom using the following hyperlink:
https://www.zoomgov.com/meeting/register/vJltdO-rrDkqEmtWQVdYub_LHhctJuWrkAQ.

PLEASE TAKE FURTHER NOTICE THAT parties who wish to attend the hearing, but do not intend on participating in the hearing (listen-only), are not required to register for the hearing in advance and may attend the hearing by using the following dial-in numbers:

Phone Number: 1-866-590-5055 Access Code: 4377075 Security Code: 72320	Phone Number: 1-888-363-4734 Access Code: 3238664 Security Code: 72320
--	--

PLEASE TAKE FURTHER NOTICE THAT a copy of each of the First Day Motions may be obtained at no charge at <https://cases.primeclerk.com/ascena> or on the Court’s website at <http://www.vaeb.uscourts.gov> in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE THAT your rights may be affected. You should carefully read the First Day Motions and discuss them with your attorney, if you

have one in these chapter 11 cases. If you do not have an attorney, you may wish to consult with one.

PLEASE TAKE FURTHER NOTICE THAT if you do not want the Court to grant the relief requested in the First Day Motions, or if you want the Court to consider your views on the First Day Motions, then you or your attorney must attend the First Day Hearing. If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the First Day Motions and may enter orders granting the relief requested in the First Day Motions.

Dated: July 23, 2020

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
Email: edward.sassower@kirkland.com
steven.serajeddini@kirkland.com

-and-

John R. Luze (*pro hac vice* pending)
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: john.luze@kirkland.com

/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
Email: cspeckhart@cooley.com
oantle@cooley.com-

Proposed Co-Counsel to the Debtors and Debtors in Possession