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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)
)	

**ORDER (I) SETTING A BAR DATE FOR FILING PROOFS OF
 ADMINISTRATIVE CLAIMS INCURRED FROM THE PETITION
 DATE TO NOVEMBER 30, 2020, (II) ESTABLISHING ADMINISTRATIVE
 CLAIMS PROCEDURES, (III) APPROVING THE FORM AND MANNER OF
 FILING PROOFS OF ADMINISTRATIVE CLAIMS, (IV) APPROVING NOTICE OF
 THE ADMINISTRATIVE CLAIMS BAR DATE, 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 “Order”) establishing procedures for the

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 ascribed 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

filing proofs of certain administrative expense claims, 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.
2. This Order shall not modify any bar dates, procedures, deadlines, or any other provision of the bar date order previously entered by this Court [Docket No. 453], including, for the avoidance of doubt, the deadline to file claims allowed 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.

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

3. Each entity that asserts a claim against the Debtors that arose on or after the Petition Date but on or before **November 30, 2020** (the “Administrative Claims Record Date”) shall be required to file an original, written proof of Administrative Claim (a “Proof of Administrative Claim”), substantially in the form attached hereto as **Exhibit 1** (the “Proof of Administrative Claim Form”).³ Except in the cases of certain exceptions explicitly set forth in this Order, all Proofs of Administrative Claim for any Administrative Claim arising prior to or accrued on or after the Petition Date through the Administrative Claims Record Date must be filed so that they are actually received by Prime Clerk by **January 19, 2021, at 5:00 p.m., prevailing Eastern Time** (the “Administrative Claims Bar Date”).

4. All Proofs of Administrative Claim that arose through the Administrative Claims Record Date must be filed so as to be *actually received* by Prime Clerk on or before the Administrative Claims Bar Date. If such Proofs of Administrative Claim are not received by Prime Clerk on or before such date, except in the case of certain exceptions explicitly set forth in this 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.

5. The Debtors’ rights to seek establishment of further administrative claims bar dates are hereby preserved.

³ Copies of the Proof of Claim Form may be obtained by: (a) upon request to Prime Clerk (the notice and claims agent retained in these chapter 11 cases) by calling (877) 930-4319 (toll free) or (347)-817-4076 (international); (b) by visiting the website maintained in these chapter 11 cases at <https://cases.primeclerk.com/ascena/>; or (c) for a fee via PACER by visiting <http://www.vaeb.uscourts.gov>.

II. Parties Exempted from the Administrative Claims Bar Date.

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

- a. any person or entity whose claim has previously been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- b. any person or entity with a claim arising under section 503(b)(9) of the Bankruptcy Code, which claim was filed pursuant to the order setting certain bar dates that was entered by this Court [Docket No. 453] (the "First Bar Date Order");
- c. any person or entity which has previously filed a proof of claim and which claim asserts on the face of such proof of claim that such claim is entitled to administrative priority under section 503 of the Bankruptcy Code;
- d. any Debtor having a claim against another Debtor;
- e. any 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 employee must submit a Proof of Administrative Claim by the Administrative Claims Bar Date for all other claims arising after the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- f. any current employee for claims based on indemnification or contribution, so long as that current employee is not an insider;
- g. any entity holding a claim for which a separate deadline is fixed by this Court, including: (a) requests from professionals retained in these chapter 11 cases pursuant to sections 327, 328, 330, 363, and 1102 of the Bankruptcy Code and payment under the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 550] (the "Professionals"); (b) expenses of members of the official committee of unsecured creditors (the "Committee"); (c) all fees and expenses payable under the *Final Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to Use Cash Collateral, (II) Authorizing the Debtors to Obtain Postpetition Financing, and (III) Granting Adequate Protection to the Prepetition Secured Parties* [Docket No. 587] (the "Final DIP Order"); (d) all fees payable and unpaid under 28 U.S.C. § 1930; (e) administrative claims that have already been properly filed in compliance with the First Bar Date Order or allowed by separate

order of the Court; or (f) obligations owed to the Office of the United States Trustee (the “U.S. Trustee”);

- h. the DIP ABL Agent, DIP ABL Lenders, DIP Secured Parties, ABL Agent, ABL Lenders and ABL Secured Parties with regard to claims arising from or relating to the DIP ABL Agreement, the DIP ABL Documents, the ABL Credit Agreement, the ABL Loan Documents (each term in this subparagraph as defined in the Final DIP Order) or the Final Order; and
- i. any person or entity asserting an administrative claim arising out of a non-rejected unexpired lease of non-residential real property; *provided, however*, any person or entity asserting an administrative claim arising out of a rejected lease of non-residential real property shall be required to be file a Proof of Administrative Claim on account of their claim by the later of (i) the Administrative Claims Bar Date, and (ii) thirty (30) days after the date of entry of an order approving the rejection.

III. Substantive Requirements of Proofs of Administrative Claim.

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

Proof of Administrative Claim:

- a. ***Contents.*** Each Proof of Administrative Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Administrative Claim Form provided by the Debtors; 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 in ink.
- b. ***Electronic Signatures Permitted.*** Proofs of Administrative Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant will be accepted for purposes of claims administration. Copies of Proofs of Administrative Claim, or Proofs of Administrative Claim sent by facsimile or electronic mail will not be accepted.
- c. ***Identification of the Debtor Entity.*** Each Proof of Administrative Claim must clearly identify the Debtor against which the Administrative Claim is asserted, including the individual Debtor’s case number. A Proof of Administrative 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.
- d. ***Claim against Multiple Debtor Entities.*** Each Proof of Administrative Claim must state an Administrative 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 Administrative Claim, such claim may be treated as if filed only against Ascena Retail Group, Inc.

- e. **Supporting Documentation.** Each Proof of Administrative Claim must include supporting documentation as contemplated by Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Administrative 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 writings to Debtors' counsel upon request no later than ten days from the date of such request.
- f. **Timely Service.** Each Proof of Administrative Claim subject to the Order must be filed, including supporting documentation, so that Debtors' notice and claims agent, Prime Clerk LLC ("Prime Clerk"), **actually receives** the Proof of Administrative Claim on or before the Administrative Claims Bar Date (i) electronically, using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/ascena/>, (ii) U.S. Mail, which Proof of Administrative Claim must include an original signature, or (iii) by hand-delivery system, which Proof of Administrative Claim must include an original signature, at the following address:

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

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

- g. **Receipt of Service.** Claimants submitting a Proof of Administrative Claim through non-electronic means wishing to receive acknowledgment that their Proofs of Administrative Claim were received by Prime Clerk must submit a copy of the Proof of Administrative Claim Form (in addition to the original Proof of Administrative Claim Form sent to Prime Clerk) and a self-addressed, stamped envelope.
- h. **Consolidated Landlord Claims.** Each of the landlords and managing agents of the Debtors' unexpired leases (the "Landlords") shall be authorized to file a single, consolidated proof of claim on account of each of its claims relating to each of its leases, which claim shall be deemed to be filed against all of the Debtors (the "Landlord Claim"); *provided* that the Landlord Claim shall set forth in reasonable detail the basis and amount of the claims asserted for each lease, as required by the Bankruptcy Code, the Bankruptcy Rules, and any applicable order of the Court. The Landlord Claim shall be

deemed a proof of claim against each Debtor and on account of each of its leases described in the Landlord Claim, and the Landlords shall not be required to file a separate proof of claim in the case of each such Debtor or for each of its leases.

IV. Procedures for Providing Notice of the Bar Date.

A. Mailing of Bar Date Notices.

8. No later than five (5) business days after the Court enters this Order, the Debtors shall cause a written notice of the Administrative Bar Date, substantially in the form annexed hereto as **Exhibit 2** (the “Administrative Bar Date Notice”) and a Proof of Administrative Claim Form (together, the “Administrative Bar Date Package”) to be served via email, facsimile, or first class mail to the following entities:

- a. the Office of the U.S. Trustee for the Eastern District of Virginia;
- b. counsel to the official committee of unsecured creditors;
- c. the Ad Hoc Group of Term Loan Lenders (the “Ad Hoc Group”) and counsel thereto;
- d. the ABL Agent and counsel thereto;
- e. all creditors and other known holders of claims against the Debtors based on the Debtors’ postpetition books and records;
- f. 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 Order;
- g. all entities that have filed proofs of claim in these chapter 11 cases as of the date of the Order;
- h. all entities who are party to executory contracts and unexpired leases with the Debtors, whether or not such executory contracts and unexpired leases have been rejected in the chapter 11 cases;
- i. all entities that are party to postpetition litigation with the Debtors;
- j. all current employees and all former employees who were employed by the Debtors as of and following the Petition Date;
- k. all regulatory authorities that regulate the Debtors’ businesses, including environmental and permitting authorities;

- l. the United States Attorney's Office for the Eastern District of Virginia and for the states in which the Debtors operate;
- m. the office of the attorneys general for the states in which the Debtors operate;
- n. the National Association of Attorneys General;
- o. the Internal Revenue Service;
- p. all other taxing authorities for the jurisdictions in which the Debtors maintain or conduct business; and
- q. the Securities and Exchange Commission.

9. The Debtors shall mail the Administrative Bar Date Notice only to their known postpetition 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. The Debtors will not send an Administrative Bar Date Notice to any party whom the Debtors have sent a previous bar date notice that was "returned to sender" or otherwise undeliverable to such party.

10. After the initial mailing of the Administrative Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices, 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 or parties in interest become known as the result of the Administrative Claims Bar Date noticing process. In this regard, the Debtors may make supplemental mailings of the Administrative Bar Date Package in these and similar circumstances at any time up to 18 days in advance of the Administrative Claims Bar Date, with any such mailings being deemed timely and the Administrative Claims Bar Date being applicable to the recipient creditors.

B. Publication of Administrative Bar Date Notice.

11. The Debtors shall cause the Administrative 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 Administrative Bar Date Notice, modified for publication, in substantially the form annexed hereto as **Exhibit 3** (the “Publication Notice”), to be published on one occasion in *USA Today* (national edition) and *The New York Times* (national edition), no later than five (5) business days after the date the Court enters this Order.

V. Consequences of Failure to File a Proof of Administrative Claim.

12. Any entity that is required, but fails, to file a Proof of Administrative Claim in accordance with this Order on or before the applicable Administrative Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Administrative Claim with respect thereto) and the Debtors and their property shall be forever released from any and all indebtedness or liability with respect to or arising from such claim.

13. Any such entity who is required, but fails, to file a Proof of Administrative Claim in accordance with this Order on or before the Administrative Claims Bar Date shall be prohibited from participating in any distribution in these chapter 11 cases on account of such claim or receiving further notices regarding such claim.

VI. Miscellaneous.

14. Except as otherwise set forth herein or otherwise ordered by the Court, all requests for the payment of postpetition claims (including any administrative claim allowable under 11 U.S.C. § 503(b) and entitled to priority pursuant to 11 U.S.C. § 507, other than 503(b)(9) claims, which are subject to the First Bar Date Order), should be filed pursuant to this Order.

15. The filing of any Administrative Claim pursuant to these Administrative Claims Procedures shall not limit or impair the Debtors' right to object to the validity, amount, propriety, or any other feature of any such Administrative Claim on any basis.

16. The Debtors may request separate relief with respect to the adjudication and allowance of Administrative Claims, which may be part of the plan confirmation or claims reconciliation processes.

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

18. Each Proof of Administrative Claim must state a claim against only one Debtor and clearly indicate the specific Debtor against which the claim is asserted. To the extent that more than one Debtor is listed on the Proof of Administrative Claim, such administrative claim may be treated as if filed only against Ascena Retail Group, Inc.

19. Local Bankruptcy Rule 3003-1(A) is hereby waived with respect to these bankruptcy cases.

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

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

22. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

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

Dated: Dec 21 2020
Richmond, Virginia

/s/ Kevin R Huennekens

United States Bankruptcy Judge

Entered On Docket: Dec 21 2020

WE ASK FOR THIS:

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/s/ Cullen D. Speckhart
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1299 Pennsylvania Avenue, NW, Suite 700
Washington, DC 20004-2400
Telephone: (202) 842-7800
Facsimile: (202) 842-7899

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 Administrative Claim Form

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF ADMINISTRATIVE CLAIM

Name of Debtor:

NOTE: This form should only be used by claimants as specified in the Notice of the Administrative Expense Claims Bar Date. THIS FORM SHOULD NOT BE USED FOR CLAIMS EXCLUDED BY SAID NOTICE NOR SHOULD IT BE USED FOR ANY CLAIMS THAT ARE NOT OF A KIND AND ENTITLED TO PRIORITY IN ACCORDANCE WITH 11 U.S.C. §§ 503(b) AND 507(a)(2). IT SHOULD NOT BE USED BY ANY PERSON ASSERTING A CLAIM ARISING FROM THE PURCHASE OF A GIFT CARD OR SIMILAR INSTRUMENT OR CLAIMS PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE.

Name and address of Creditor (The person or other entity to whom the debtor owes money or property):

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check box if you have never received any notices from the bankruptcy court in this case.

Telephone No. of Creditor:

Check box if the address differs from the address on the envelope sent to you by the court.

Creditor Tax ID #:

Account or other number by which Creditor identifies Debtor:

Check here if this claim replaces amends

a previously filed claim, dated: _____
prior claim number, if known: _____

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other _____

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries and compensation (fill out below)
Last four digits of SS #: _____
Unpaid compensations for services performed
from _____ to _____
(date) (date)

2. Date debt was incurred:

3. If court judgment, date obtained:

4. Total Amount of Administrative Claim: \$ _____

Check this box if your claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Brief Description of Claim (attach any additional information):

6. Offsets, Credits and Setoffs

- All payments made on this claim by the Debtor have been credited and deducted from the amount claimed hereon
- This claim is not subject to any setoff or counterclaim
- This claim is subject to any setoff or counterclaim as follows:

7. Assignment:

- If the claimant has obtained this claim by assignment, a copy is attached hereto.

8. Supporting Documents: Attach copies of supporting documents. DO NOT SEND ORIGINAL DOCUMENTS.

9. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

Check the appropriate box:

- I am the creditor.
- I am the creditor's authorized agent. (Attach copy of power of attorney, if any.)
- I am the trustee, or the debtor, or their authorized agent. (See Bankruptcy Rule 3004.)
- I am a guarantor, surety, endorser, or other codebtor. (See Bankruptcy Rule 3005.)

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

(Signature) (Date)

Print Name: _____
Title: _____
Company: _____

Address and telephone number (if different from notice address above):

Email: _____

INSTRUCTIONS FOR FILING PROOF OF ADMINISTRATIVE EXPENSE CLAIM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances there may be exceptions to the general rules.

Debtor:

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor. In this case the Debtors are:

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
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

Administrative Expense Claims Bar Date:

By Order of the United States Bankruptcy Court for the Eastern District of Virginia, all requests for the allowance of an Administrative Expense Claim must be filed so as to be received at the address set forth below no later than **January 19, 2021, at 5:00 p.m., prevailing Eastern Time.**

Administrative Expense Claim:

A claim for payment of an administrative expense of a kind specified in Section 503(b) of the Bankruptcy Code, (but not Section 503(b)(9)) and entitled to priority pursuant to Section 507(a)(2) of the Bankruptcy Code, and as specified in the Notice of Administrative Expense Claims Bar Date.

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

1. Please read this Proof of Administrative Expense Claim form carefully and fill it in completely and accurately.
2. Print legibly. Your claim may be disallowed if it cannot be read and understood.
3. You must specify which of the Debtors you are asserting a claim against and its appropriate case number.
4. This Proof of Administrative Expense Claim must be completed in English;
5. Attach additional pages if more space is required to complete this Proof of Administrative Expense Claim.
6. This form should only be used by a claimant asserting an Administrative Expense Claim. It should not be used for claims excluded by the Notice of Administrative Bar Date, and **should not** be used for any claims that **are not entitled to priority** in accordance with 11 U.S.C. §§ 503(b) and 507(a).
7. Proofs of Administrative Expense Claim must be submitted either (i) electronically, using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/ascena/>; (ii) by U.S. Mail, which Proof of Administrative Claim must include an original signature; 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 3rd Avenue, Suite 412
Brooklyn, NY 11232

NOTE: The staff of the Prime Clerk cannot give legal advice. Please also note that Prime Clerk is **not** authorized to accept proofs of claim by facsimile, telecopy or electronic mail. To submit your claim electronically, please visit <https://cases.primeclerk.com/ascena/>.

8. To receive an acknowledgment of the filing of your claim from Prime Clerk, enclose a stamped, self-addressed envelope and copy of this Proof of Administrative Expense Claim.
9. To be considered timely filed, this Proof of Administrative Expense Claim must be actually received by the Prime Clerk by **January 19, 2021, at 5:00 p.m., prevailing Eastern Time** and must include appropriate documents/materials establishing the claimants entitlement to an allowed Administrative Expense Claim and the amount of your asserted claim.

Exhibit 2

Administrative Bar Date Notice

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
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 Cullen D. Speckhart (VSB 79096)
 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

-and-

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 300 North LaSalle
 Chicago, Illinois 60654
 Telephone: (312) 862-2000
 Facsimile: (312) 862-2200

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 ADMINISTRATIVE PROOFS OF CLAIM**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE ADMINISTRATIVE 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
AnnTaylor Retail, Inc.	20-33132

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, 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 other 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 “Order”)² establishing certain dates by which parties holding certain administrative expense claims (“Administrative Claims”) against the Debtors must file proofs of claim (“Proofs of Administrative Claim”).

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Administrative 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 Order establishes **January 19, 2021, at 5:00 p.m., prevailing Eastern Time**, as the bar date for filing Proofs of Administrative Claim (the “Administrative Claims Bar Date”) based on any claim arising from section 503 or section 507(a)(2) of the Bankruptcy Code (but excluding claims arising under section 503(b)(9) of the Bankruptcy Code) in these chapter 11 cases that arose on or after the Petition Date but on or before **November 30, 2020**.

Claimants should use reasonable best efforts to assign Administrative Claims to the appropriate dates as listed on the Proof of Administrative Claim Form, and the Debtors and claimant will work in good faith to reconcile such claims to the appropriate date.

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

II. WHO MUST FILE A PROOF OF ADMINISTRATIVE CLAIM.

Except as specifically set forth herein, **any party** with an Administrative Claim arising after the Petition Date, but accruing on or before November 30, 2020, must file a Proof of Administrative Claim on or before the Administrative Claims Bar Date

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

Certain parties are not required to file Proofs of Administrative Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Administrative 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 Administrative Claims Bar Date need *not* file Proofs of Administrative Claim:

- a. any person or entity whose claim has previously been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- b. any person or entity with a claim arising under section 503(b)(9) of the Bankruptcy Code, claim was filed pursuant to the order setting certain bar dates that was entered by this Court [Docket No. 453] (the “First Bar Date Order”);
- c. any person or entity which has previously filed a proof of claim and which claim asserts on the face of such proof of claim that such claim is entitled to administrative priority under section 503 of the Bankruptcy Code;
- d. any Debtor having a claim against another Debtor;
- e. any 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 employee must submit a Proof of Administrative Claim by the Administrative Claims Bar Date for all other claims arising after the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- f. any current employee for claims based on indemnification or contribution, so long as that current employee is not an insider; and
- g. any entity holding a claim for which a separate deadline is fixed by this Court, including: (a) requests from professionals retained in these chapter 11 cases pursuant to sections 327, 328, 330, 363, and 1102 of the Bankruptcy Code and payment under the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 550] (the “Professionals”);

(b) expenses of members of the official committee of unsecured creditors (the “Committee”); (c) all fees and expenses payable under the *Final Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to Use Cash Collateral, (II) Authorizing the Debtors to Obtain Postpetition Financing, and (III) Granting Adequate Protection to the Prepetition Secured Parties* [Docket No. 587] (the “Final DIP Order”); (d) all fees payable and unpaid under 28 U.S.C. § 1930; (e) administrative claims that have already been properly filed in compliance with the First Bar Date Order or allowed by separate order of the Court; or (f) obligations owed to the Office of the United States Trustee (the “U.S. Trustee”);

- h. the DIP ABL Agent, DIP ABL Lenders, DIP Secured Parties, ABL Agent, ABL Lenders and ABL Secured Parties with regard to claims arising from or relating to the DIP ABL Agreement, the DIP ABL Documents, the ABL Credit Agreement, the ABL Loan Documents (each term in this subparagraph as defined in the Final DIP Order) or the Final Order; and
- i. any person or entity asserting an administrative claim arising out of a non-rejected unexpired lease of non-residential real property; *provided, however,* any person or entity asserting an administrative claim arising out of a rejected lease of non-residential real property shall be required to file a Proof of Administrative Claim on account of their claim by the later of (i) the Administrative Claims Bar Date, and (ii) thirty (30) days after the date of entry of an order approving the rejection.

IV. INSTRUCTIONS FOR FILING PROOFS OF ADMINISTRATIVE CLAIM.

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

- a. **Contents.** Each Proof of Administrative Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Administrative 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.
- b. **Electronic Signatures Permitted.** Proofs of Administrative Claim signed electronically by the claimant or an authorized agent or legal representative of the claimant will be accepted for purposes of claims administration. Copies of Proofs of Administrative Claim or Proofs of Administrative Claim sent by facsimile or electronic mail will not be accepted.
- c. **Identification of the Debtor Entity.** Each Proof of Administrative Claim must clearly identify the Debtor against which the Administrative Claim is

asserted, including the individual Debtor's case number. A Proof of Administrative 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.

- d. ***Claim Against Multiple Debtor Entities.*** Each Proof of Administrative Claim must state an Administrative 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 Administrative Claim, such claim may be treated as if filed only against Ascena Retail Group, Inc.
- e. ***Supporting Documentation.*** Each Proof of Administrative Claim must include supporting documentation as contemplated by Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Administrative 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 writings to Debtors' counsel upon request no later than ten days from the date of such request.
- f. ***Timely Service.*** Each Proof of Administrative Claim subject to the Order must be filed, including supporting documentation, so that Debtors' notice and claims agent, Prime Clerk LLC ("Prime Clerk"), ***actually receives*** the Proof of Administrative Claim on or before the Administrative Claims Bar Date either (i) electronically, using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/ascena/>, (ii) by U.S. Mail, which Proof of Administrative Claim must include an original signature, or (iii) by hand-delivery system, which Proof of Administrative Claim must include an original signature, at the following address:

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

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

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

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

Any entity that is required, but fails, to file a Proof of Administrative Claim in accordance with the Order on or before the Administrative Claims Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a Proof of Administrative 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.

Any entity who is required, but fails, to file a Proof of Administrative Claim in accordance with the Order on or before the Administrative Bar Date shall be prohibited from participating in any distribution in these chapter 11 cases on account of such claim or receiving 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 dispute, or assert offsets or defenses against, any claim as to the nature, amount, liability, or classification thereof.

VII. ADDITIONAL INFORMATION.

Copies of the Order and other information regarding these chapter 11 cases are available for inspection free of charge on the Debtors' website at <https://cases.primeclerk.com/ascena/>. The Order 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>.

If you require additional information regarding the filing a proof of administrative 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: December 14, 2020

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Edward O. Sassower, P.C.
Steven N. Serajeddini, P.C. (admitted *pro hac vice*)
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Facsimile: (212) 446-4900
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steven.serajeddini@kirkland.com

/s/ Cullen D. Speckhart

COOLEY LLP
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-and-

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Email: john.luze@kirkland.com

Co-Counsel to the Debtors and Debtors in Possession

Exhibit 3

Publication Notice

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-and-

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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 ADMINISTRATIVE CLAIM**

**FOR ADMINISTRATIVE CLAIMS ARISING AFTER JULY 23, 2020, BUT ON OR
PRIOR TO NOVEMBER 30, 2020, THE ADMINISTRATIVE CLAIMS BAR DATE IS
JANUARY 19, 2021
AT 5:00 P.M., PREVAILING EASTERN TIME**

PLEASE TAKE NOTICE OF THE FOLLOWING:

Deadlines for Filing Proofs of Administrative Claim. On [●], 2020, the Court entered an order (the “Order”)² establishing certain dates by which parties holding certain administrative expense claims (“Administrative Claims”) against the Debtors must file proofs of claim (“Proofs”).

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 ascribed to them in the Order.

of Administrative Claim”), 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
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Catalog Seller LLC	20-33149
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Catherines Stores Corporation	20-33155
Catherines, Inc.	20-33158
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Charming Sales Co. Four Inc.	20-33162
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Charming Sales Co. Three, Inc.	20-33166
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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
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CSPE, LLC	20-33124
DBCM Holdings, LLC	20-33112
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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.
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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 Administrative Claims Bar Date. Pursuant to the Order the last date and time for each entity (including individuals, partnerships, corporations, joint ventures, and trusts) to file proofs of Administrative Claim arising after the Petition Date, but on or prior to November 30, 2020, on account of any claim arising from section 503 of the Bankruptcy Code (except for claims arising under section 503(b)(9) of the Bankruptcy Code) is January 19, 2021, at 5:00 p.m., prevailing Eastern Time (the “Administrative Claims Bar Date”).³

Claimants should use reasonable best efforts to assign Administrative Claims to the appropriate dates as listed on the Proof of Administrative Claim Form, and the Debtors and claimant, will work in good faith to reconcile such claims to the appropriate date.

Who Need Not File a Proof of Administrative Claim. The following categories of claimants shall not be required to file a Proof of Administrative Claim by the Administrative Claims Bar Date:

- a. any person or entity whose claim has previously been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;

³ Except as otherwise defined herein, all terms specifically defined in the Bankruptcy Code (as defined herein) 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 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.

- b. any person or entity with a claim arising under section 503(b)(9) of the Bankruptcy Code, which claim was filed pursuant to the order setting certain bar dates that was entered by this Court [Docket No. 453] (the “First Bar Date Order”);
- c. any person or entity which has previously filed a proof of claim and which claim asserts on the face of such proof of claim that such claim is entitled to administrative priority under section 503 of the Bankruptcy Code;
- d. any Debtor having a claim against another Debtor;
- e. any 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 employee must submit a Proof of Administrative Claim by the Administrative Claims Bar Date for all other claims arising after the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- f. any current employee for claims based on indemnification or contribution, so long as that current employee is not an insider; and
- g. any entity holding a claim for which a separate deadline is fixed by this Court, including: (a) requests from professionals retained in these chapter 11 cases pursuant to sections 327, 328, 330, 363, and 1102 of the Bankruptcy Code and payment under the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 550] (the “Professionals”); (b) expenses of members of the official committee of unsecured creditors (the “Committee”); (c) all fees and expenses payable under the *Final Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507, and Bankruptcy Rules 2002, 4001, and 9014 (I) Authorizing Debtors to Use Cash Collateral, (II) Authorizing the Debtors to Obtain Postpetition Financing, and (III) Granting Adequate Protection to the Prepetition Secured Parties* [Docket No. 587] (the “Final DIP Order”); (d) all fees payable and unpaid under 28 U.S.C. § 1930; (e) administrative claims that have already been properly filed in compliance with the First Bar Date Order or allowed by separate order of the Court; or (f) obligations owed to the Office of the United States Trustee (the “U.S. Trustee”);
- h. the DIP ABL Agent, DIP ABL Lenders, DIP Secured Parties, ABL Agent, ABL Lenders and ABL Secured Parties with regard to claims arising from or relating to the DIP ABL Agreement, the DIP ABL Documents, the ABL Credit Agreement, the ABL Loan Documents (each term in this subparagraph as defined in the Final DIP Order) or the Final Order; and

- i. any person or entity asserting an administrative claim arising out of a non-rejected unexpired lease of non-residential real property; *provided, however,* any person or entity asserting an administrative claim arising out of a rejected lease of non-residential real property shall be required to be file a Proof of Administrative Claim on account of their claim by the later of (i) the Administrative Claims Bar Date, and (ii) thirty (30) days after the date of entry of an order approving the rejection.

ANY ENTITY THAT IS REQUIRED, BUT FAILS, TO FILE A PROOF OF ADMINISTRATIVE CLAIM IN ACCORDANCE WITH THE ORDER ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF ADMINISTRATIVE 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.

ANY SUCH ENTITY WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF ADMINISTRATIVE CLAIM IN ACCORDANCE WITH THE ORDER ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE SHALL BE PROHIBITED FROM PARTICIPATING IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM OR RECEIVING FURTHER NOTICES REGARDING SUCH CLAIM.

Filing a Proof of Administrative Claim. Each Proof of Administrative Claim must be filed, including supporting documentation, either (i) electronically, using the interface available on Prime Clerk's website at <https://cases.primeclerk.com/ascena/>, (ii) by U.S. Mail, which Proof of Administrative Claim must include an original signature, 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 3rd Avenue, Suite 412
Brooklyn, NY 11232

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

Contents of Proofs of Administrative Claim. Each Proof of Administrative Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Administrative 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 in ink.

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

Identification of the Debtor Entity. Each Proof of Administrative Claim must clearly identify the Debtor against which the Administrative Claim is asserted, including the individual Debtor's case number. A Proof of Administrative 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.

Claim Against Multiple Debtor Entities. Each Proof of Administrative Claim must state an Administrative 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 Administrative Claim, such claim may be treated as if filed only against Ascena Retail Group, Inc.

Supporting Documentation. Each Proof of Administrative Claim must include supporting documentation as contemplated by Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of the Debtors' counsel, such Proof of Administrative 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 writings to Debtors' counsel upon request no later than ten days from the date of such request.

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

Additional Information. If you have any questions regarding the claims process and/or you wish to obtain a copy of the Administrative Bar Date Notice, a proof of administrative 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: <https://cases.primeclerk.com/ascena/>.