

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	X	
	:	
In re:	:	Chapter 11
	:	
FILENE'S BASEMENT, LLC, <u>et al.</u> ,	:	Case No. 11-13511 (KJC)
	:	
Debtors. <sup>1</sup>	:	Jointly Administered
	:	
	X	

**NOTICE OF (A) AMENDMENT TO SCHEDULE F  
AND (B) DEADLINE TO FILE CLAIMS**

**PLEASE TAKE NOTICE** that on December 22, 2011, each of the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed its respective Schedule of Assets and Liabilities (collectively, the "Original Schedules") pursuant to section 521 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 1007(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

**PLEASE TAKE FURTHER NOTICE** that each of Syms Corp. and Filene's Basement, LLC have filed an *Amended Schedule F (Creditors Holding Unsecured Nonpriority Claims)* pursuant to Bankruptcy Rule 1009(a) and Local Rule 1009-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (collectively, the "Amended Schedule F").

**PLEASE TAKE FURTHER NOTICE** that copies of the amended portions of the Amended Schedule F, along with the Global Notes Pertaining to the Amended Schedules, are attached hereto as Exhibit 1. The liabilities previously scheduled on the Debtors' Original

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Filene's Basement, LLC (8277), Syms Corp. (5228), Syms Clothing, Inc. (3869), and Syms Advertising Inc. (5234). The Debtors' address is One Syms Way, Secaucus, New Jersey 07094.



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Schedules will be deemed amended, replaced and superseded by the liabilities scheduled in the Amended Schedule F.

**PLEASE TAKE FURTHER NOTICE** that the Debtors have amended **only** Schedule F as set forth in Exhibit 1 attached hereto and none of the other Original Schedules. Moreover, the Amended Schedule F affects **only** those claims that appear on Exhibit 1 attached hereto and does not affect any other claims that appear on Original Schedule F. If your claim against the Debtors is not listed in Amended Schedule F, it is not affected and this notice does not apply to your claim.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to paragraph 24 of the Order Under 11 U.S.C. §§ 105, 502 and 503 and Fed. R. Bankr. P. 2002, 3003(c)(3) and 9007 (I) Setting General Bar Date and Initial Administrative Claims Bar Date (Including With Respect to Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9)), (II) Establishing Procedures for Filing Proofs of Claim and Administrative Claim Requests (Including With Respect to Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9)), (III) Establishing Procedures for Reconciling, and Authorizing Payment of, Administrative Claim Requests (Including With Respect to Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9)), and (IV) Approving Form and Manner of Notice Thereof [Docket No. 674] (the “Bar Date Order”) entered by the Court on January 18, 2012, the deadline to file a proof of claim to contest the Amended Schedule F shall be **October 1, 2012 at 8:00 p.m. (prevailing Eastern Time)**, which is a date no less than thirty (30) days from the date that notice of the Amended Schedule F was given (the “Amended Schedules Bar Date”).

**PLEASE TAKE FURTHER NOTICE** that the following procedures for the filing of proofs of claim shall apply:

- a. Proofs of claim must conform substantially to the proof of claim form attached hereto as Exhibit 2;
- b. Proofs of claim must be filed by delivering the original proof of claim by first-class mail, overnight delivery or hand delivery to the following address: **Filene's Claims Processing Center, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, California 90245**;<sup>2</sup>
- c. Proofs of claim will be deemed filed only when actually received by Kurtzman Carson Consultants LLC (“KCC”), the claims and noticing agent retained in the Debtors’ chapter 11 cases on or before the Amended Schedules Bar Date;
- d. Only original proofs of claim will be deemed acceptable for purposes of claims administration, such that KCC will not accept proofs of claim sent by facsimile, electronic mail, or telecopy, and proofs of claim will be deemed timely filed only if the original is actually received by KCC on or before the Amended Schedules Bar Date. If you wish to receive acknowledgment of KCC’s receipt of its proof of claim, you may submit a copy of the proof of claim and a self-addressed, stamped envelope to KCC along with the original proof of claim;
- e. Proofs of claim must (i) be signed, (ii) be in the English language and (iii) be denominated in United States dollars;
- f. Each proof of claim must include, consistent with Bankruptcy Rule 3001(c), supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available;
- g. Proofs of claim must specify by name and case number the Debtor against which the proof of claim is filed; if you assert a claim (as defined in section 101(5) of the Bankruptcy Code) against more than one Debtor or have claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor.

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<sup>2</sup> Notwithstanding anything to the contrary herein, any proof of claim timely filed with the Clerk of the United States Bankruptcy Court for the District of Delaware will be deemed timely filed.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO FILE A PROOF OF CLAIM BY THE AMENDED SCHEDULES BAR DATE ACCORDING TO THE PROCEDURES SET FORTH ABOVE, YOU WILL BE BOUND BY THE CLASSIFICATION AND/OR AMOUNT OF LIABILITY SET FORTH IN THE AMENDED SCHEDULE F.**

**PLEASE TAKE FURTHER NOTICE** that, copies of Amended Schedule F are available for inspection on the website of the Debtors' notice, claims, and solicitation agent, Kurtzman Carson Consultants LLC, at [www.kccllc.net/fileenes](http://www.kccllc.net/fileenes) or on the Court's internet website at [www.deb.uscourts.gov](http://www.deb.uscourts.gov). A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information on the Court's Internet Website and may be obtained through the PACER service center at (800) 676-6856 (from the U.S.), or (210) 301-6440 (from outside the US) or at [pacer.psc.uscourts.gov](http://pacer.psc.uscourts.gov).

Dated: Wilmington, Delaware  
August 29, 2012

/s/ Jason M. Liberi  
Mark S. Chehi (I.D. No. 2855)  
Jason M. Liberi (I.D. No. 4425)  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000  
(302) 651-3001

- and -

Jay M. Goffman  
Mark A. McDermott  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036-6522  
(212) 735-3000  
(212) 735-2000

Counsel for Debtors and Debtors in Possession

**EXHIBIT 1**

Global Notes and Amended Schedule F

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
FILENE’S BASEMENT, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 11-13511 (KJC)
	)	
	)	
Debtors.	)	Jointly Administered
	)	

**GLOBAL NOTES PERTAINING TO THE AMENDED SCHEDULES**

On November 2, 2011, Filene’s Basement, LLC and certain of its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On December 22, 2011, pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedures, each of the Debtors filed its Schedules of Assets and Liabilities (the “Schedules”), along with the accompanying *Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “Global Notes”).<sup>2</sup> The Global Notes are incorporated herein by reference. As provided in the Global Notes to the Schedules, the Debtors reserved the right to amend, supplement and/or modify the Schedules as necessary and/or appropriate. See Global Notes at 2.

In connection with the process of reconciling their books and records with the claims filed during their chapter 11 cases, the Debtors determined that the Schedules inadvertently listed (a) certain liabilities as outstanding that actually already had been satisfied; (b) certain liabilities where none existed. Accordingly, the Debtors have determined that certain of the Schedules should be amended.

**Amended Schedule F.** Based upon careful review of their books and records, each of the following Debtors: Filene’s Basement, LLC and Syms Corp. hereby submits an ***Amended Schedule F (Creditors Holding Unsecured Nonpriority Claims)*** (collectively, the “Amended Schedule F”) for

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Filene's Basement, LLC (8277), Syms Corp. (5228), Syms Clothing, Inc. (3869), and Syms Advertising Inc. (5234). The Debtors' address is One Syms Way, Secaucus, New Jersey 07094.

<sup>2</sup> The Schedules and accompanying Global Notes can be found at Docket Nos. 438-441.

each of their previously filed Schedule F. Amended Schedule F reflects the Debtors' actual liabilities as reflected in the Debtors' books and records.

**Amendment Limited.** The Debtors have amended **only** Schedule F and no other Schedule. Moreover, the Amended Schedule F affects **only** those claims that appear on Amended Schedule F and no other claims. Any liability that appeared in the original Schedules that has not been amended, modified or supplemented as provided in the Amended Schedule F remains unaffected by this schedule amendment.

**Reservation of Rights.** The Debtors reserve all rights to further amend or supplement the Schedules and Amended Schedule F as is necessary and appropriate. Nothing contained in the original Schedules or in Amended Schedule F shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases, including, without limitation, any issues involving substantive consolidation, equitable subordination, defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy code and any other relevant applicable laws to recover assets or avoid transfers.

\*\*\* END OF GLOBAL NOTES\*\*\*

\*\* AMENDED SCHEDULE F BEGINS ON FOLLOWING PAGE\*\*

In re Syms Corp.,  
DebtorCase No. 11-13512 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM
ACCOUNT NO. ALMAET, DANNY 19 ACORN ROAD SECAUCUS, NJ 7094			Employee Severance				\$600.00	\$0.00
ACCOUNT NO. BENITEZ, EMMA C. 3154 VIA POINCIANA DRIVE NO. 304 LAKE WORTH, FL 33467			Employee Severance				\$478.50	\$0.00
ACCOUNT NO. CHRISTY, ARTHUR C. 15 MCCONKEY DRIVE KENMORE, NY 14223			Employee Severance				\$1,648.80	\$0.00
ACCOUNT NO. CORNEJO, EDSON 26 PAUL STREET FORDS, NJ 8863			Employee Severance				\$206.40	\$0.00
Subtotal ►							\$ 2,933.70	\$ 0.00
Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$	\$

5 continuation sheets attached

AMENDED

In re Syms Corp.,  
DebtorCase No. 11-13512 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Employee Severance				\$4,508.00	\$0.00	
EITELBERG, ROBERT A. 963 JEROME STREET BALDWIN, NY 11510									
ACCOUNT NO.			Trade Payable				\$157,682.25	\$0.00	
ELIE TAHARI, LTD P.O. BOX 200767 PITTSBURGH, PA 15251-0767									
ACCOUNT NO.			Employee Severance				\$957.00	\$0.00	
FABRETTI, ELLEN M. 239 GLEN STREET APT 4-B NEW BRITAIN, CT 6051									
ACCOUNT NO.			Employee Severance				\$250.00	\$0.00	
FEIGENBAUM, JOSH M. 132 MICKI DRIVE MORGANVILLE, NJ 7751									
ACCOUNT NO.			Trade Payable				\$55,256.00	\$0.00	
JACQUES MORET INC. 23385 NETWORK PLACE CHICAGO, IL 60673-1233									
Sheet no. <u>1</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$218,653.25	\$ 0.00
							Total ►		\$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)									

AMENDED

In re Syms Corp.,  
DebtorCase No. 11-13512 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO. JUNG, KWIC. 32 PLEASANT ROAD BROOMALL, PA 19008			Employee Severance				\$456.75	\$0.00	
ACCOUNT NO. KIRKLAND, BRUCE W. 2500 NW 56 AVE APT 110 LAUDERHILL, FL 33311			Employee Severance				\$556.80	\$0.00	
ACCOUNT NO. KRAZY KAT SPORTSWEAR 100 TRIANGLE BLVD. CARLSTADT, NJ 7072			Trade Payable				\$46,910.50	\$0.00	
ACCOUNT NO. LF OUTERWEAR LLC P.O. BOX 512388 PITTSBURGH, PA 15262-0001			Trade Payable				\$123,028.00	\$0.00	
ACCOUNT NO. MARINI, ROBERTA 701 RIDGEDALE AVE WOODBIDGE, NJ 07095-3545			Employee Severance				\$2,153.85	\$0.00	
Sheet no. <u>2</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$173,105.90	\$ 0.00
							Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		\$

AMENDED

In re Syms Corp.,  
DebtorCase No. 11-13512 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Employee Severance				\$185.00	\$0.00	
MAYS, LONNIE 2506 ASHMONT DRIVE MISSOURI CITY, TX 77459									
ACCOUNT NO.			Employee Severance				\$200.00	\$0.00	
MITCHELL, ERIK C. 800 BELLS LANE HACKETTSTOWN, NJ 7840									
ACCOUNT NO.			Employee Severance				\$4,552.00	\$0.00	
MITCHELL, JAMES J. 800 BELLS LANE HACKETTSTOWN, NJ 7840									
ACCOUNT NO.			Trade Payable				\$326,536.00	\$0.00	
MYSTIC INCORPORATED BOX 512204 PHILADELPHIA, PA 19175-2204									
ACCOUNT NO.			Employee Severance				\$40,000.00	\$0.00	
PYONTEK, RICHARD 16 ALDEN CIRCLE W. CALDWELL, NJ 7006									
Sheet no. <u>3</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$371,473.00	\$ 0.00
							Total ►		\$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)									

AMENDED

In re Syms Corp.,  
DebtorCase No. 11-13512 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Employee Severance				\$1,140.00	\$0.00	
SLOCUM, ROBERT 62 MOUNT LAUREL ROAD HAINESPORT, NJ 8036									
ACCOUNT NO.			Trade Payable				\$46,438.00	\$0.00	
TAHARI ASL LLC P.O.BOX 200799 PITTSBURGH, PA 15251-0799									
ACCOUNT NO.			Employee Severance				\$1,576.92	\$0.00	
TAYLOR, TERRY 1302 MARCELLA DRIVE UNION, NJ 7083									
ACCOUNT NO.			Trade Payable				\$24,712.40	\$0.00	
WELLS FARGO BANK P.O. BOX 842683 BOSTON, MA 02284-2683									
ACCOUNT NO.			Trade Payable				\$38,723.00	\$0.00	
WELLS FARGO BANK, N.A. P.O. BOX 403195 ATLANTA, GA 30384-3195									
Sheet no. <u>4</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$112,590.32	\$ 0.00
							Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		\$

AMENDED

In re Syms Corp.,  
DebtorCase No. 11-13512 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Trade Payable				\$356,899.00	\$0.00	
WELLS FARGO BANK, N.A. P.O. BOX 403058 ATLANTA, GA 30384-3058									
ACCOUNT NO.			Trade Payable				\$316,634.15	\$0.00	
WELLS FARGO BANK, N.A. P.O. BOX 223636 PITTSBURGH, PA 15251-2636									
ACCOUNT NO.			Trade Payable				\$563,137.00	\$0.00	
WELLS FARGO BANK, N.A. P.O. BOX 360286 PITTSBURGH, PA 15250-6286									
ACCOUNT NO.			Trade Payable				\$4,197.68	\$0.00	
WELLS FARGO BUSINESS CREDIT FBO DIAMOND STAFFING DEPT. 1494 DENVER, CO 80291-1494									
ACCOUNT NO.									
Sheet no. <u>5</u> of <u>5</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$1,240,867.83	\$ 0.00
							Total ►	\$2,119,624.00	\$ 0.00
							(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		

AMENDED

In re Filene's Basement, LLC  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112. and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM
ACCOUNT NO. BARTON, KIMBERLY R. 402 O ST NW APT 202 WASHINGTON, DC 20001-4634			Employee Severance				\$360.00	\$0.00
ACCOUNT NO. BERMUDEZ, JULIANA 299 ELLIOT ST NEWTON, MA 02464-1270			Employee Severance				\$212.50	\$0.00
ACCOUNT NO. BROWN, YOLANDA D. 8809 HAWTHORNE CT. APT 202 LAUREL, MD 20708			Employee Severance				\$600.00	\$0.00
ACCOUNT NO. BUCHANAN, MARY E. 1647 LANG PL NE WASHINGTON, DC 20002-3005			Employee Severance				\$856.00	\$0.00
Subtotal ▶							\$ 2,028.50	\$ 0.00
Total ▶ (Use only on last page of the completed Schedule F. (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							\$	\$

8 continuation sheets attached

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Employee Severance				\$5,306.73	\$0.00	
DAS, RAMESH 8304 SWEET BRENDA CT LAUREL, MD 20707-4925									
ACCOUNT NO.			Employee Severance				\$340.00	\$0.00	
DIAZ, ALCELIO 528 WEST 153 STREET APT 4B NEW YORK, NY 10031									
ACCOUNT NO.			Employee Severance				\$1,362.00	\$0.00	
FEI, RAPHAEL 8 W 132ND ST APT 3B NEW YORK, NY 10035-3348									
ACCOUNT NO.			Employee Severance				\$124.00	\$0.00	
FIALLO, RAFAEL F. 57 CHATHAM WEST DRIVE BROCKTON, MA 2301									
ACCOUNT NO.			Employee Severance				\$4,807.69	\$0.00	
GENDELMAN, GREGG 1 ANCHORAGE WAY APT 1402 FREEPORT, NY 11520-6271									
Sheet no. <u>1</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$ 11,940.42	\$ 0.00
							Total ►	\$	\$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)									

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM
ACCOUNT NO.			Employee Severance				\$160.00	\$0.00
GOLDBLATT, CAROL R. 4 ASHWOOD RD RIGHT PORT WASHINGTON, NY 11050-3515								
ACCOUNT NO.			Employee Severance				\$600.00	\$0.00
GUTIERREZ, TANIA K. 952 CHRURCHILL RD WEST PLAM BEACH, FL 33405								
ACCOUNT NO.			Employee Severance				\$165.00	\$0.00
HAYES, DEVON A. 4724 S WLLIS APT 1G CHICAGO, IL 60615								
ACCOUNT NO.			Employee Severance				\$660.00	\$0.00
HIGGS, GIVONTA 9006 S. ESCANABA APT 2 CHICAGO, IL 60617								
Sheet no. <u>2</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ► \$ 1,585.00	\$ 0.00
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							Total ► \$	\$

AMENDED

In re Filene's Basement, LLC,  
DebtorCase No. 11-13511 (KJC)  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Employee Severance				\$374.00	\$0.00	
HOLMES, MARY 30 ROCKINGHAM AVE APT 316 WEST ROXBURY, MA 02132-4552									
ACCOUNT NO.			Employee Severance				\$1,920.00	\$0.00	
LACHANCE, ROBYN 51 HIMOOR CIR RANDOLPH, MA 02368-2433									
ACCOUNT NO.			Employee Severance				\$680.00	\$0.00	
LEMOS, STEPHANIE M. 33 APPLETON ST ARLINGTON, MA 02476-5919									
ACCOUNT NO.			Trade Payable				\$110,782.50	\$0.00	
LF OUTERWEAR LLC P O BOX 512388 PHILADELPHIA, PA 19175-2388									
ACCOUNT NO.			Employee Severance				\$560.00	\$0.00	
LOWERY, REGINALD J. 4613 27TH STREET APT 1 MOUNT RAINIER, MD 20712									
Sheet no. <u>3</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$ 114,316.50	\$ 0.00
							Total ►	\$	\$

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the Statistical  
Summary of Certain Liabilities and Related Data.)

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM
ACCOUNT NO.			Employee Severance				\$2,800.00	\$0.00
MATTHES, CHAD H. 11 GENEVIEVE RD WEYMOUTH, MA 02189-1056								
ACCOUNT NO.			Employee Severance				\$420.00	\$0.00
MORALES, MIGUEL 4942 S KEELER CHICAGO, IL 60632								
ACCOUNT NO.			Trade Payable				\$107,825.00	\$0.00
MYSTIC INC BOX 512204 PHILADELPHIA, PA 19175-2204								
ACCOUNT NO.			Employee Severance				\$187.50	\$0.00
PITTMAN, SYLVIA 645 LENOX AVE APT 2B NEW YORK, NY 10037-1004								
ACCOUNT NO.			Employee Severance				\$360.00	\$0.00
POZO, SOLEDAD 42 HALE ST APT 2 NEWTON, MA 2464								
Sheet no. <u>4</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ► \$ 111,592.50	\$ 0.00
							Total ► \$	\$
F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)								

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM
ACCOUNT NO.			Employee Severance				\$205.00	\$0.00
PRUM, SAMRITH 44 FERNWOOD AVE LYNN, MA 01904-2358								
ACCOUNT NO.			Employee Severance				\$336.00	\$0.00
PURDOSKI, ANN 14156 73RD TER FLUSHING, NY 11367-2334								
ACCOUNT NO.			Employee Severance				\$31,153.85	\$0.00
QUINN, CYNTHIA 72 RUSSELL RD FRAMINGHAM, MA 01702-2442								
ACCOUNT NO.			Employee Severance				\$320.00	\$0.00
REYNOLD, SURSATTIE 16129 JEWEL AVE FLUSHING, NY 11365-4352								
ACCOUNT NO.			Employee Severance				\$300.00	\$0.00
ROBLETO, DANIEL 765 RIVERSIDE DR APT 3M NEW YORK, NY 10032-7330								
Sheet no. <u>5</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ► \$ 32,314.85	\$ 0.00
							Total ► \$	\$
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)								

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM
ACCOUNT NO.			Employee Severance				\$247.50	\$0.00
SCOTT, DORIS S. 2649 MARTIN LUTHER KING AVE SE APT 101 WASHINGTON, DC 20020								
ACCOUNT NO.			Employee Severance				\$786.60	\$0.00
SEVILLA, LEILA 123 WESTFORD ST APT 2 LOWELL, MA 01851-1935								
ACCOUNT NO.			Employee Severance				\$520.00	\$0.00
SIMPSON, JULAINE V. 104-15 204TH ST ST. ALBANS, NY 11412								
ACCOUNT NO.			Employee Severance				\$340.00	\$0.00
SMITH, GAIL L. 11710 OLD GEORGETOWN RD APT 403 ROCKVILLE, MD 20852-2678								
Sheet no. <u>6</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ► \$ 1,894.10	\$ 0.00
Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)								\$

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Employee Severance				\$300.00	\$0.00	
TILLIES, JOY 135 W 135TH ST APT 5B NEW YORK, NY 10030-2921									
ACCOUNT NO.			Employee Severance				\$300.00	\$0.00	
TOPINO, SUSANA V. 21837 HILLSIDE AVE APT 1E QUEENS VILLAGE, NY 11427-1906									
ACCOUNT NO.			Trade Payable				\$7,751.50	\$0.00	
WELLS FARGO BANK, N.A. PO BOX 403058 ATLANTA, GA 30384-3058									
ACCOUNT NO.			Trade Payable				\$34,585.00	\$0.00	
WELLS FARGO BANK, N.A. PO BOX 848281 DALLAS, TX 75284-8281									
ACCOUNT NO.			Trade Payable				\$143,754.00	\$0.00	
WELLS FARGO BANK, N.A. P.O. BOX 360286 PITTSBURGH, PA 15250-6286									
Sheet no. <u>7</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$186,690.50	\$ 0.00
							Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)		\$

AMENDED

In re Filene's Basement, LLC,  
Debtor

Case No. 11-13511 (KJC)  
(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	ORIGINAL AMOUNT OF CLAIM	AMENDED AMOUNT OF CLAIM	
ACCOUNT NO.			Trade Payable				\$33,300.69	\$0.00	
WELLS FARGO BUSINESS CREDIT FBO DIAMOND STAFFING INC. DEPARTMENT 1494 DENVER, CO 80291-1494									
ACCOUNT NO.			Employee Severance				\$380.00	\$0.00	
WHITE, TIFFANY 11929 202ND ST SAINT ALBANS, NY 11412-3815									
ACCOUNT NO.			Employee Severance				\$330.00	\$0.00	
WILLIAMS, AFRIKA T. 3733 MINNESOTA AVE NE WASHINGTON, DC 20019-2639									
ACCOUNT NO.									
ACCOUNT NO.									
Sheet no. <u>8</u> of <u>8</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ►	\$34,010.69	\$ 0.00
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							Total ►	\$496,373.06	\$ 0.00

AMENDED

**EXHIBIT 2**

Proof of Claim Form

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>			<b>PROOF OF CLAIM</b>
Indicate Debtor against which you assert a claim by checking the appropriate box below. <b>(Check only one Debtor per claim form.)</b> <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> Filene's Basement, LLC (Case No. 11-13511)  <input type="checkbox"/> Syms Corp. ( Case No. 11-13512)             </div> <div style="width: 48%;"> <input type="checkbox"/> Syms Clothing, Inc. ( Case No. 11-13513)  <input type="checkbox"/> Syms Advertising Inc. ( Case No. 11-13514)             </div> </div>			<div style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black; margin: 5px 0;"> <b>PROOF OF CLAIM</b> </div>
NOTE: <i>This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property):			
Name and address where notices should be sent:			<div style="text-align: center; border-top: 1px solid black; border-bottom: 1px solid black; margin: 5px 0;"> <b>COURT USE ONLY</b> </div>
Telephone number: _____ email: _____			
Name and address where payment should be sent (if different from above):			<input type="checkbox"/> Check this box if this claim amends a previously filed claim.  <b>Court Claim Number:</b> _____ <i>(If known)</i>  Filed on: _____
Telephone number: _____ email: _____			
<b>1. Amount of Claim as of Date Case Filed:</b> \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.			<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.</b>  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11U.S.C. §507 (a)(8).  <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).
<b>2. Basis for Claim:</b> _____ (See instruction #2)			
<b>3. Last four digits of any number by which creditor identifies debtor:</b> _____	<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)	
<b>4. Secured Claim</b> (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. <b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <b>Describe:</b> <b>Value of Property:</b> \$ _____ <b>Annual Interest Rate</b> _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) <b>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</b> \$ _____ <b>Basis for perfection:</b> _____ <b>Amount of Secured Claim:</b> \$ _____ <b>Amount Unsecured:</b> \$ _____			
<b>6. Claim Pursuant to 11 U.S.C. § 503(b)(9):</b> Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before 11/2/2011, 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. \$ _____			
<b>7. Credits.</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)			
<b>8. Documents:</b> Attached are <b>redacted</b> 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. If the claim is secured, box 4 has been completed, and <b>redacted</b> copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			
<b>9. Signature:</b> (See instruction #8) Check the appropriate box. <div style="display: flex; justify-content: space-between;"> <div style="width: 48%;"> <input type="checkbox"/> I am the creditor.             </div> <div style="width: 48%;"> <input type="checkbox"/> I am the creditor's authorized agent.              (Attach copy of power of attorney, if any.)           </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div style="width: 48%;"> <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent.              (See Bankruptcy Rule 3004.)           </div> <div style="width: 48%;"> <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor.              (See Bankruptcy Rule 3005.)           </div> </div> I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: _____ Title: _____ Company: _____ (Signature) _____ (Date) Address and telephone number (if different from notice address above): _____ Telephone number: _____ email: _____			<b>Amount entitled to priority:</b> \$ _____  <i>* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form****Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering 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. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).**

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Claim Pursuant to 11 U.S.C. §503(b)(9):**

Check this box if you have a claim arising from the value of any goods received by the Debtor within 20 days before 11/2/2011, 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. (See DEFINITIONS, below.)

**7. Credits:**

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.

**8. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**9. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

**Claim**

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. §506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. 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 is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. §507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor 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.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION****Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.kccllc.net/fileenes>

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the 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 or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

**PLEASE SEND COMPLETED PROOFS OF CLAIM TO:**

Filene's Claims Processing Center  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Avenue  
El Segundo, CA 90245