

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re )  
)  
FACTORY 2-U STORES, INC., a/k/a ) Chapter 7  
FACTORY 2-U, f/a/k/a GENERAL )  
TEXTILES, INC., f/a/k/a GENERAL ) Case No. 04-10111 (PJW)  
TEXTILES, f/a/k/a FAMILY BARGAIN )  
CORPORATION, f/a/k/a FAMILY )  
BARGAIN CENTER, )  
) [Related Docket No. 3485]  
Debtor. )  
)  
)

**ORDER (Revised) GRANTING THE SECOND OMNIBUS OBJECTION TO  
CHAPTER 11 ADMINISTRATIVE EXPENSE CLAIMS (NON-SUBSTANTIVE)**

1. The Chapter 7 Trustee filed the Second Omnibus Objection to Chapter 11 Administrative Expense Claims (Non-Substantive) (the "Motion").<sup>1</sup>
2. The Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§157 and 1334; this Motion is a core proceeding under 28 U.S.C. §157(b)(2).
3. Proper notice of the Motion has been provided by the Trustee. Each holder of a Disputed Claim set forth on Revised Exhibit A, and Exhibits B through C attached hereto was properly and timely served with a copy of the Objection, the Proposed Order and accompanying Exhibits and the Notice of the response deadline thereto, and no further notice of the Objection or of the entry of this Order need be provided.
4. The Motion is GRANTED. Any objection not made to the Motion is waived. Any objection made to the Motion is overruled with prejudice.
5. The relief requested in the Motion is in the best interests of the Debtor, the Estate,

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<sup>1</sup>Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Motion.

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its creditors and other parties in interest.

6. Each Duplicate and Amended Claim identified on the attached Revised Exhibit A in the column "Duplicate or Amended Claim to be Expunged", is disallowed and expunged in its entirety. Nothing in this Revised Order should be construed to prejudice the claimants' substantive rights against the Debtor with regards to the Remaining Claims identified on the attached Exhibit A.

7. InComm's Chapter 11 Administrative Claim as reflected in its Motion for Payment of Administrative Claim filed at Docket No. 1697 is unaffected, substantively or procedurally, by the Motion. The DCA claims register docket entry for DCA 52 shall be revised to refer to InComm's Motion for Payment of Administrative Claim at Docket No. 1697 and the Stipulation and Order at Docket No. 1802, which addresses a portion of such motion.

8. The No Supporting Documentation Claims identified on the attached Exhibit B are disallowed and expunged in their entirety.

9. The Late Filed Claims identified on the attached Exhibit C are disallowed and expunged in their entirety.

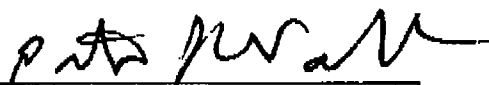
10. The Trustee's rights to raise other objections to the Remaining Claims on any and all grounds permitted by law and or equity are hereby preserved.

11. Each of the Disputed Claims and the objections by the Trustee as asserted in the Motion and as set forth on Revised Exhibit A, and Exhibits B through C attached hereto constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This Revised Order shall be deemed a separate Order with respect to each Disputed Claim. Any stay of this Revised Order pending appeal by any of the claimants whose claims are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or

finality of this Revised Order with respect to the other contested matters covered hereby.

12. This Court shall retain jurisdiction with respect to any matter related to or arising from the implementation or interpretation of this Order.

Dated: July 12, 2007

  
The Honorable Peter J. Walsh  
United States Bankruptcy Court Judge

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
6711 Van Nuys LLC c/o Jeanne M. Jorgensen, Esquire Allen Matkins Leck Gamble & Mallory LLP 1900 Main Street, 5th Floor Irvine, CA 92614	POC* 1204	POC 1189	\$197,173.17	POC 1204 amends and supersedes POC 1189.
Alliance Wholesale Corporation Glenn A. Manochi, Esquire Lightman, Manochi & Christensen 1520 Locust Street, 12th Floor Philadelphia, PA 19102	DCA* 105	POC 1468 POC 1469	\$62,250.00	POC 1468 and POC 1469 are duplicative of DCA 105.
Charles Forman, Chapter 11 Trustee c/o Ferry Joseph & Pearce PA Attn: Jason C Powell, Esq 824 Market Street, Suite 904 P.O. Box 1351 Wilmington, DE 19899	DCA 45	POC 1400	\$200,884.02	DCA 45, which is a duplicate of the Motion for Order Directing Debtor to Pay Administrative Expense Claims at Docket No. 1732, is also a duplicate of POC 1400.
Chase International Corp. Attn: Joseph Dweck, President 350 Fifth Ave, Ste 1012 New York, NY 10118	DCA 46	POC 1402	\$5,500.00	DCA 46, which is a duplicate of the Administrative Claim and Request for Payment of Administrative Expense at Docket No. 1741, is also a duplicate of POC 1042.
Chino Spectrum c/o Ernie Zachary Park Bewley, Lassleben & Miller 13215 E. Penn Street, Suite 510 Whittier, CA 90602	DCA 50	POC 905 POC 477	\$34,560.29	DCA 50, which duplicates the Administrative Claim filed at Docket No. 576, duplicates each of POC 905 and POC 477.

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
City of Los Angeles Attn: Office of Finance/Revenue Mgmt Div. 201 N. Main Street, Room 101 - City Hall Los Angeles, CA 90012	POC 1470	POC 1250	\$1,513.77	POC 1470 is a duplicate of POC 1250.
Clark County Assessor Attn: M. W. Schofield, 500 S. Grand Central Pkwy Las Vegas, NV 89155	DCA 106	DCA 53	\$5,598.14	DCA 106 amends and supersedes DCA 53, which is a duplicate of the Request for Payment of Administrative Expense filed at Docket No. 1702.
Coface North America Inc. as agent for Powermax Battery USA, Inc. Attn: David Miller P.O. Box 2102 Cranbury, NJ 08512	POC 808	POC 701	\$66,513.60	POC 701 is a duplicate of 808.
Cougar International PO Box 550368 Gastonia, NC 28055	POC 767	DCA 39	\$62,841.50	DCA 39 is a duplicate of POC 767.
Crossings at Halls Ferry, LLC David M. Brown Spencer Fane Britt & Browne LLP 1 N. Brentwood Blvd., Ste. 1000 St. Louis, MO 63105	POC 1497	DCA 130	\$10,258.13	DCA 130 is a duplicate of POC 1497; administrative expens incurred 1/13/04-2/2/04
Dan River Inc. Attn: Lee Goodrich, Esq. 2291 Memorial Drive Danville, VA 24541	POC 560	DCA 107	\$44,341.60	DCA 107 is duplicative of administrative priority expense claim portion of POC 560.

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
Darco Enterprises, Inc. Attn: Richard Meaglia 688 West Foothill Blvd. Monrovia, CA 91016	DCA 51	POC 1326	\$39,480.00	DCA 51, which duplicates the Request for Payment of Administrative Expense filed at Docket No. 1326, is a duplicate of POC 1326.
Department of Revenue State of Oregon Revenue Building 955 Center Street NE Salem, OR 97301-2555	POC 926	POC 798	\$40,204.19	POC 798 is a duplicate of POC 926.
FTI Consulting, Inc. Michael Ozawa 633 West Fifth Street Suite 1600 Los Angeles, CA 90071	DCA 121	DCA 81	\$1,000,477.27	DCA 81 represents the unpaid amount of fees and expenses requested by FTI Consulting, Inc. in its capacity as financial advisors to the Official Committee of Unsecured Creditors. DCA 121 represents the total (\$1,000,477.27) of the amounts already paid and the amount of fees and expenses requested by FTI Consulting, Inc. in its capacity as financial advisors to the Official Committee of Unsecured Creditors. Thus, DCA 81 is duplicative of DCA 121.
Greenberg Traurig, LLP Victoria W. Counihan 1007 N. Orange St., Suite 1200, Wilmington, DE 19801	DCA 120	DCA 79	\$603,792.79	DCA 79 represents the unpaid amount of fees and expenses requested by Greenberg Traurig, LLP in its capacity as counsel to the Official Committee of Unsecured Creditors. DCA 120 represents the total (\$603,792.79) of the amounts already paid and the amount of fees and expenses requested by Greenberg Traurig, LLP in its capacity as counsel to the Official Committee of Unsecured Creditors. Thus, DCA 79 is duplicative of DCA 120.

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
Idea Nuova Inc. Attn: James E. Huggett, Esquire Flaster Greenberg, P.C. 913 N. Market Street, 7th Floor Wilmington, DE 19801 and James E. Huggett, Esq. Margolis Edlstein 750 S. Madison St, Suite 102 Wilmington, DE 19801	DCA 43	POC 1393	\$125,182.00	DCA 43, which is a duplicate of the Motion for Entry of an Order (i) Granting Claimant an Allowed Chapter 11 Administrative Expense Claim and (ii) Compelling the Prompt Payment of Claim filed at Docket No. 1710, is a duplicate of POC 1393.
Joel M. Shaffennan, Esquire Solomon Pearl Blum Heymann & Stich, LLP 40 Wall Street, 35th Floor New York, New York 10005	DCA 52	POC 1371	\$60,626.94	DCA 52, which duplicates the Motion of Interactive Communications International, Inc., for Payment of Administrative Claim filed at Docket No. 1697 (DN 1697 was partially resolved via stipulation at DN 1802), is a duplicate of POC 1371.
Jones Apparel Group, Inc. Attn: William Russell 180 Rittenhouse Circle Bristol, PA 19007	POC 1466	DCA 102	\$90,399.70	DCA 102 is a duplicate of POC 1466.
Josie Accessories, Inc. 261 Fifth Avenue Attn: Mr. Bryan Siegal New York, NY 10016	DCA 153	DCA 152	\$10,000.00	DCA 153 amends and supersedes DCA 152.

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-J Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
Kitsap County Treasurer PO Box 169 Port Orchard, WA 98366	DCA 24	POC 123.	\$486.58	DCA 24 amends and supersedes POC 123.
La Rue International Attn: Allan Silvera 20 West 33rd Street New York, NY 10001 212-563-1414	POC 1439	DCA 160	\$50,151.00	DCA 160 is duplicative of POC 1439.
Liquidity Solutions Inc. One University Plaza, Suite 312 Hackensack, NJ 07601 and Flaster/Greenberg, P.C. James E. Huggett, Esquire 913 N. Market Street, 7th Floor Wilmington, Delaware 19801 (302) 351-1919 (fax) and James E. Huggett, Esq. Margolis Edlstein 750 S. Madison St, Suite 102 Wilmington, DE 19801	DCA 47	POC 1355 POC 1377 POC 1378 POC 1381 POC 1386	\$180,252.81	DCA 47, which is a duplicate of the Motion for Entry of an Order (i) Granting Claimant Allowed Chapter 11 Administrative Expense Claims and (ii) Compelling the Prompt Payment of Claims, filed at Docket No. 1745, duplicates the collective proofs of claim filed by Liquidity Solutions as assignee of: Travelers Choice, POC 1355; Body by Us/Minerva Textiles, POC 1377; Fashion Surplus Importers, Inc., POC 1378; ILD Telecommunications, Inc., POC 1381; and Off Price Connections, POC 1386

Revised Exhibit A: Duplicate or Amended Claims to be Expunged  
 In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
New Plan Excel Realty Trust, Inc. Owner of Northshore West Houston, TX New Plan Excel Realty Trust, Inc. et al. c/o Jeffrey Meyers, Esq. Ballard Spahr Andrews & Ingersoll, LLP 1735 Market Street, 51st Floor Philadelphia, PA 19103	DCA 132	POC 949	\$14,506.56	DCA 132 amends and supersedes POC 949.
Occupancy Cost and Audit Group, Inc. 1 Orchard Road, Suite 130 Lake Forest, CA 92630	POC 1590	POC 793 and DCA 31	\$47,943.14	POC 1590 amends and supersedes POC 793 and DCA 31.
One Step Up, Ltd. Attn: Victor Abriano 1407 Broadway, Suite 3200 New York, NY 10018 and Kevin J. Mangan Monzack and Monaco, P.A. 1201 N. Orange St., Suite 400 Wilmington, DE 19801 and Harlan M. Lazarus Lazarus & Lazarus, P.C. 240 Madison Avenue New York, NY 10016	DCA 103	DCA 44 and POC 1395	\$378,122.40	DCA 44 and POC 1395 are duplicates of DCA 103

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
Placer County Tax Collector Attn: Ann M. Dondro, Deputy Tax Collector 2978 Richardson Dr. Auburn, CA 95603	POC 1491	DCA 28	\$1,488.70	DCA 28 is a duplicate of POC 1491.
R&W Arizona Properties, LLC Successor c/o Law Offices of David L. Knapper David L. Knapper, Esquire Brookstone Building, Suite 160 2025 N. Third Street RGGD Inc dba Crystal Art Gallery Attn: Elena Mendez 3359 East 50th Street Vernon, CA 90058	POC 1353	POC 1354	\$22,013.78	POC 1354 is a duplicate of POC 1353.
Robinson, Frances M. 18646 Old Mehana Rd Stayton, OR 97383 Semler, J. Dennis Tulsa County Treasurer 500 S Denver Tulsa, OK 74103	DCA 122	POC 1414	\$18,600.00	DCA 122 amends and supersedes POC 1414.
	POC 704	DCA 35	\$455.56	DCA 35 is a duplicate of POC 704.
	DCA 12	POC 1425	\$2,323.00	DCA 12 amends and supersedes POC 1425.

Revised Exhibit A: Duplicate or Amended Claims to be Expunged  
 In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
Shalom International Corp. c/o Ira R. Deiches, Esquire Deiches & Ferschman, P.C. 25 Wilkins Avenue Haddonfield, NJ 8003	POC 1529	DCA 145	\$57,672.00	Pursuant to Docket No. 3291, claimant's POC 1529 is granted as a Chapter 11 Administrative Priority Claim in the amount of \$57,672.00, with claimant retaining the right to seek allowance for the remaining amount of POC 1529 (\$37,152.00) at a later date. DCA 145 is duplicative of the granted Chapter 11 Administrative Priority Claim portion of POC 1529.
Shelby County Treasurer P.O. Box 2751 Memphis, TN 38101-2751	POC 387	POC 491	\$2,887.85	POC 491 is duplicate of POC 387.
Sherwood Brands LLC 1803 Research Blvd # 201 Rockville, MD 20850	DCA 109	POC 829	\$114,497.68	DCA 109 is either duplicative of, or amends and supersedes POC 829.
Speers Design Associates 338 Via Lido Soud Newport Beach, CA 92663	POC 952	DCA 36	\$17,326.44	DCA 36 is duplicative of amounts claimed on POC 952, which was filed for \$17,326.44. Specifically, the two invoice amounts that make up DCA 36 are also included on POC 952.
Springs Industries, Inc. Attn: David Bater P.O. Box 111 Lancaster, SC 29721	POC 1424	DCA 2	\$71,277.00	DCA 2 is a duplicate of POC 142
Stonich, Marian L. 563 View Point Ave. Oakdale, CA 95361	POC 1018	DCA 33	\$2,500.00	DCA 33 is a duplicate of POC 1018.

Revised Exhibit A: Duplicate or Amended Claims to be Expunged

In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)

Name of Claimant	Remaining Claim Number	Duplicate or Amended Claim(s) to be Expunged	Claim Amount	Reason for Disallowance
TXU Energy Retail Company LP Don Wells Capgemini Energy LP 1601 Bryan St., 38th Floor Dallas, TX 75201 and Steven T. Holmes Hunton & Williams Energy Plaza, 30th Floor 1601 Bryan Street Dallas, Texas 75201-3402 214-579-3051-td Williamson-Dickie Mfg. Company P. O. Box 1779 Fort Worth, TX 73101	DCA 127	DCA 137	\$4,569.46	DCA 137 is a duplicate of DCA 127.
* POC means the proof of claim filed on the Bankruptcy Court claims register. DCA means the claims filed on the Delaware Claims Agency claims register.	POC 1338	POC 1337	\$146,265.75	POC 1338 a duplicate of POC 1337.

**Exhibit B: Claim with No Supporting Documentation  
in re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)**

Name of Claimant	Claim Number	Claim Amount	Reason for Disallowance
Aleman, Mary E. 1269 N. Barlow Cornelius, OR 97113	DCA* 138	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.
Bates, Tokendrick P. O. Box 393 Crosby, MS 39633	DCA 141	\$10,000.00	Claimant did not attach supporting documentation.
Benaridez, Merinda M. 4201 Coors SW Sp 135 Albuquerque, NM 87121	DCA 90	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.
Blair, Mario Demetrious 44535A Lapaz Road Temecula, CA 92592	DCA 20	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.
Coyman, Edward F. & Helen A. 917 Fairhaven Court Naples, FL 34104	DCA 85	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.
Jackson, Laviennia 10079 Lincoln Village 12 Sacramento, CA 95827	DCA 4	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.
Kelley, Victoria 2204 Ridge View Dr San Diego, CA 92105	DCA 142	\$0.00	Claimant did not attach supporting documentation.

**Exhibit B: Claim with No Supporting Documentation  
In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJW)**

Name of Claimant	Claim Number	Claim Amount	Reason for Disallowance
Martins, Debbie 1741 Holly Drive Tracy, CA 95376	DCA 16	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.
Morris, Devin 1456 East Philadelphia St, SP# 280 Ontario, CA 91761	DCA 14	\$0.00	Claimant did not attach supporting documentation nor assert a dollar amount for the claim. Unable to locate alleged replaced claim on the bankruptcy court claim register.
Smith, Tenisha 5689 Amnest Way Sacramento, CA 95835	DCA 42	\$0.00	Claimant did not attach supporting documentation nor assert a dollar amount for the claim. Unable to locate alleged replaced claim on the bankruptcy court claim register.
Venegas (Saucedo), Sandra P.O. Box 9056 Salinas, CA 93915	DCA 9	\$0.00	Claimant did not attach supporting documentation or assert a dollar amount for the claim.

**Exhibit C: Late Filed Claims to be Expunged  
In re Factory 2-U Stores, Inc., Case NO. 04-10111 (P.JW)**

Name of Claimant	Date Claim Filed	Claim Number	Claim Amount	Reason for Disallowance
Aleman, Mary E. 1269 N. Barlow Cornelius, OR 97113	2/27/2006	DCA 138	\$0.00	Filed after Administrative Claim Bar Date.
Bates, Tokendrick P.O. Box 393 Crosby, MS 39633	3/6/2006	DCA 141	\$10,000.00	Filed after Administrative Claim Bar Date.
C. H. Robinson Worldwide, Inc. 8100 Mitchell Road Eden Prairie, MN 55344	8/11/2006	DCA* 147	\$850.00	Filed after Administrative Claim Bar Date.
Jefferson County Tax Collector 66 SE D St., Suite E Madras, OR 97741	9/25/2006	DCA 149	\$536.59	Filed after Administrative Claim Bar Date.

\*DCA means the claims filed on the Delaware Claims Agency claims register.