

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,)
) RE: DOCKET NO. 3821
Debtor.)

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

1. The Chapter 7 Trustee has filed the Sixth Omnibus Objection to Chapter 11 Administrative Expense Claims (Non-Substantive) (the "Motion").¹

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 Exhibits A and B 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.

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

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5. The relief requested in the Motion is in the best interests of the Estate and its creditors.
6. The Duplicate Claims identified on the attached Exhibit A are disallowed and expunged in their entirety.
7. The Amended Claims identified on the attached Exhibit B are disallowed and expunged in their entirety.
8. The Trustee's rights to raise other objections to the Remaining Claims on any and all grounds permitted by law and or equity are preserved.
9. Each of the Disputed Claims and the objections by the Trustee as asserted in the Motion and as set forth on Exhibits A and B attached hereto constitutes a separate contested matter as contemplated by Fed. R. Bankr. P. 9014. This Order shall be deemed a separate Order with respect to each Disputed Claim. Any stay of this 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 Order with respect to the other contested matters covered hereby.
10. This Court shall retain jurisdiction with respect to any matter related to or arising from the implementation or interpretation of this Order.

Dated: June 7, 2008


The Honorable Peter J. Walsh
United States Bankruptcy Court Judge

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

| Name of Claimant | Remaining Claim Number | Duplicate Claim(s) to be Expunged | Claim Amount | Reason for Disallowance |
|---|------------------------|-----------------------------------|--------------|--|
| Building 7 Union Hills LC Attn: Almqvist & Gilbert PC 10245 E Via Linda, Suite 106 Scottsdale, AZ 85258 | POC 1078 | POC 1254 | \$8,474.04 | [Also see Pages 4-5 of the 6th Omnibus Objection for additional analysis pertinent to the stated grounds of the Trustee's objection to such claim.] POC 1254 is a duplicate of POC 1078 |
| KHP Ltd Partnership Attn: Gramor Development WA, LLC 1133 164th Street SW, Suite 107 Lynnwood, WA 98037-8192 and KHP LP c/o Bruce Grohsgal Pachulski Stang Ziehl Young Jones & Weintraub PC 919 N. Market Street, 16th Floor Wilmington, DE 19801 | DCA 128 | POC 1079 | \$19,830.46 | POC 1079 is a duplicate of DCA 128. |
| R & W Arizona Properties c/o Law Offices of David L. Knapper David L. Knapper Brookstone Building, Suite 160 2025 N. Third Street Phoenix, AZ 85004 Fax: 602-256-0432 | POC 797 | POC 849 | \$10,854.25 | POC 849 is a duplicate of POC 797. |

| | | | | |
|---|---------|----------|--|--|
| <p>Regent Baby Products c/o Roy Pomerantz 182-20 Liberty Avenue Jamaica, NY 11412</p> | DCA 154 | POC 1455 | <p>Chapter 11 Administrative Expense \$45,746.48 Unsecured Pre- Petition Non-Priority \$11,297.00</p> | <p>Order at DN 3285 fixed the amount and priority of Claimant's claim filed at POC 1455 at \$45,746.48 Chapter 11 Administrative Expense and \$11,297.00 Unsecured Pre-Petition Non-Priority. Subsequent to entry of the Order at DN 3285, such order was submitted to and recorded on the DCA register at no. 154. Thus, Claimant's claim is now recorded twice, once on the Court Register and once on the DCA Register. Therefore, POC 1455 should be expunged as a duplicate of DCA 154.</p> |
| <p>TXU Energy Retail Company LP Don Wells Cargemini Energy LP 1601 Bryan St, 38th Floor Dallas, TX 75201 TXU Energy Retail Company LP Steven T. Holmes Hunton & Williams Energy Plaza, 30th Floor 1601 Bryan Street Dallas, Texas 75201-3402 214-979-3051 dd (214) 880-0011 Fax sholmes@hunton.com</p> | DCA 127 | POC 1495 | \$4,569.46 | POC 1495 is a duplicate of DCA 127. |

Wells Fargo Bank, NA, Trustee
of Susan Pauley French Trust
8405 N Fresno St, Ste 210
Attn: Owen R Hunter
Fresno, CA 93720

Reid H. Everett
Perkins, Mann & Everett PC
2222 W. Shaw, Suite 202
Fresno, California 93711
Tel: 559.447.5700
Fax: 559.447.5600
reverett@pmlaw.com

* 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 1253

POC 1255

\$44,647.97

POC 1255 is a duplicate of POC 1253.

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

| Name of Claimant | Remaining Claim Number | Amended Claim(s) to be Expunged | Remaining Claim Amount | Reason for Disallowance |
|---|------------------------|---------------------------------|------------------------|---|
| Alameda Square GP, Inc. c/o Alameda Square Associates, LP Attn: William D. Brook Jr 105 Town Center Rd Ste 10 King Of Prussia, PA 19406 and Alameda Square Associates, LP Attn: Lisa M Solomon, Esq. Law Offices of Lisa M. Solomon 909 3rd Ave., 19th Floor New York, NY 10022 | POC 1339 | POC 1069 | \$125,512.03 | POC 1069 was amended and superseded by POC 1339 |
| Anderson West LLC P. O. Box 6998 Beverly Hills, CA 90212-6998 and Anderson West LLC A California LLC Attn: Marc A. Liberman, Esq. Fredman Lieberman LLP 1875 Century Park East, Suite 2200 Los Angeles, CA 90067 | POC 1315 | POC 319 | \$64,547.00 | POC 319 was amended and superseded by POC 1315 |

**Exhibit B: Amended Claims to be Expunged
In re Factory 2-U Stores, Inc., Case NO. 04-10111 (PJM)**

| Name of Claimant | Remaining Claim Number | Amended Claim(s) to be Expunged | Remaining Claim Amount | Reason for Disallowance |
|---|------------------------|---------------------------------|------------------------|--|
| Building 7 Union Hills LC Attn: Almquist & Gilbert PC 10245 E Via Linda, Suite 106 Scottsdale, AZ 85258 | POC 1480 | POC1078 | \$6,041.05 | POC 1078 was amended and superseded by POC 1480. |
| Food 4 Less of California Inc. Attn: Jack Marlo, Esq. Hart King & Coldren 200 E. Sandpoint, 4th Floor Santa Ana, CA 92707 and Kevin J. Mangan Womble Carlyle 222 Delaware Avenue Suite 1501 Wilmington, DE 19801 Phone: (302) 252-4361 Fax: (302) 661-7729 email: kmangan@wcsr.com | POC 1342 | POC 531 | \$502,102.74 | POC 531 was amended and superseded by POC 1342. |

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

| Name of Claimant | Remaining Claim Number | Amended Claim(s) to be Expunged | Remaining Claim Amount | Reason for Disallowance |
|---|------------------------|---------------------------------|------------------------|---|
| Food 4 Less of California Inc. Attn: Jack Marlo, Esq. Hart King & Coldren 200 E. Sandpoint, 4th Floor Santa Ana, CA 92707 and Kevin J. Mangan Womble Carlyle 222 Delaware Avenue Suite 1501 Wilmington, DE 19801 Phone: (302) 252-4361 Fax: (302) 661-7729 email: kmangan@wcsr.com | POC 1416 | POC 1342 | \$448,679.57 | POC 1342 was amended and superseded by POC 1416. [Also see Pages 5-6 of the 6th Omnibus Objection for additional analysis pertinent to the stated grounds of the Trustee's objection to such claim.] |

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

| Name of Claimant | Remaining Claim Number | Amended Claim(s) to be Expunged | Remaining Claim Amount | Reason for Disallowance |
|---|------------------------|---------------------------------|------------------------|---|
| Hughes Investments For Wachovia Securities P.O. Box 57075 Los Angeles, CA 90074-7075 and Hughes Investments P.O. Box 8700 Newport Beach, CA 92660 Fax: 949-759-8531 mfouladi@hughesinv.com | POC 1312 | POC 284 | | POC 284 was amended and superseded by POC 1312. |
| Kitsap County Treasurer P.O. Box 169 Port Orchard, WA 98366 fax: 360-337-4635 | DCA 24 | POC 122 | \$486.58 | POC 122 was amended and superseded by DCA 24. |
| M. W. Schofield Clark County Assessor 500 S. Grand Central Parkway Las Vegas, NV 89155 | POC 1581 | POC 1373 and DCA 106 | \$6,599.70 | POC 1373 and DCA 106 were amended and superseded by POC 1581. |
| McConduck Properties Attn: Joan M. Grimes, Esq. P.O. Box 183 Walnut Creek, CA 94596 | POC 156 | POC 85 | \$24,978.15 | POC 85 was amended and superseded by POC 85. |

**Exhibit B: Amended Claims to be Expunged
In re Factory 2-U Stores, Inc., Case NO. 04-10114 (PJW)**

| Name of Claimant | Remaining Claim Number | Amended Claim(s) to be Expunged | Remaining Claim Amount | Reason for Disallowance |
|--|------------------------|---------------------------------|------------------------|--|
| R&W Arizona Properties, LLC Successor & Assignee of Casa Grande Retail Dev., LP c/o David L. Knapper, Esquire Brookstone Building, Suite 150 2025 N. Third Street Phoenix, AZ 85004 Fax: 602-256-0432 | POC 1353 | POC 797 | \$22,013.78 | POC 797 was amended and superseded by POC 1353. [Also see Pages 5-6 of the 6th Omnibus Objection for additional analysis pertinent to the stated grounds of the Trustee's objection to such claim.] |
| Thrifty Payless, Inc Holdings Thrifty Corp Rite Aid Corp Attn: Jock Marlo, Esquire Hart, King & Coldren 200 E. Sandpointe, 4th Floor Santa Ana, CA 92707 Kevin J. Mangan Womble Carlyle 222 Delaware Avenue Suite 1501 Wilmington, DE 19801 Phone: (302) 252-4361 Fax: (302) 661-7729 email: kmangan@wcsr.com | POC 1307 | POC 159 | \$203,243.33 | POC 159 was amended and superseded by POC 1307. |

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

| Name of Claimant | Remaining Claim Number | Amended Claim(s) to be Expunged | Remaining Claim Amount | Reason for Disallowance |
|---|------------------------|---------------------------------|------------------------|---|
| Vestar (Pico Rivera Towne Center) Attn: Ernie Zachary Park Bewley Lassleben & Miller LLP 13215 E. Penn Street, Suite 510 Whittier, CA 90602-1797 Fax: 562-696-6357 | POC 1311 | POC 1309 | \$311,050.10 | POC 1309 was amended and superseded by POC 1311. [Also see Pages 5-6 of the 6th Omnibus Objection for additional analysis pertinent to the stated grounds of the Trustee's objection to such claim.] |

* 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.