

United States Bankruptcy Court  
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):  
**Steve & Barry's Manhattan LLC**

Name of Joint Debtor (Spouse) (Last, First, Middle):

All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  
**N/A**

All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):  
**20-2640435**

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):

Street Address of Debtor (No. and Street, City, and State):  
**131 West 33rd Street, 15th Floor  
New York, New York**

Street Address of Joint Debtor (No. and Street, City, and State):

ZIP CODE **10001**

ZIP CODE

County of Residence or of the Principal Place of Business:  
**New York**

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):  
**12 Harbor Park Drive, Port Washington, New York**

Mailing Address of Joint Debtor (if different from street address):

ZIP CODE **11050**

ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	<b>Nature of Business</b> (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Clothing Retail Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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**Filing Fee** (Check one box)  
 Full Filing Fee attached  
 Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  
 Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

**Chapter 11 Debtors**  
**Check one box:**  
 Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).  
 Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  
**Check if:**  
 Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  
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**Check all applicable boxes:**  
 A plan is being filed with this petition.  
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors (Consolidated with affiliates)</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input checked="" type="checkbox"/> Over 100,000	
<b>Estimated Assets (Consolidated with affiliates)</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities (Consolidated with affiliates)</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input checked="" type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Steve &amp; Barry's Manhattan LLC</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See attached schedule 1</b>	Case Number: <b>See attached schedule 1</b>	Date Filed: <b>See attached schedule 1</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Affiliates</b>	Judge: <b>Pending</b>	
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;"><b>Exhibit B</b></p> <p style="text-align:center;"><small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small></p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).</p> <p style="text-align:center;">X _____ Signature of Attorney for Debtor(s) <span style="float:right;">Date</span></p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. (See Exhibit C attached hereto)			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____			
(Name of landlord that obtained judgment)			
_____			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Steve & Barry's Manhattan LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Shai Y. Waisman  
Signature of Attorney for Debtor(s)

Shai Y. Waisman  
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP  
Firm Name

767 Fifth Avenue  
Address

New York, New York 10153

(212) 310-8000  
Telephone Number

July 8, 2008  
Date

\* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Barry Prevor  
Signature of Authorized Individual

Barry Prevor  
Printed Name of Authorized Individual

Chairman and Secretary  
Title of Authorized Individual

July 8, 2008  
Date

**Schedule 1 to Chapter 11 Petition**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

<b>COMPANY</b>	<b>CASE NUMBER</b>	<b>DATE FILED</b>
Steve & Barry's Manhattan LLC	08-_____( )	July 8, 2008
4004 Incorporated	08-_____( )	July 8, 2008
4004 LLC	08-_____( )	July 8, 2008
Baller Brands LLC	08-_____( )	July 8, 2008
Favored Brands LLC	08-_____( )	July 8, 2008
Pro Air LLC	08-_____( )	July 8, 2008
S&B Industries Inc.	08-_____( )	July 8, 2008
S&B Retail China LLC	08-_____( )	July 8, 2008
S&B Retail India LLC	08-_____( )	July 8, 2008
Star Band LLC	08-_____( )	July 8, 2008
Steel Bolt Construction LLC	08-_____( )	July 8, 2008
Stellar Brands LLC	08-_____( )	July 8, 2008
Steve & Barry's Alabama LLC	08-_____( )	July 8, 2008
Steve & Barry's Arizona LLC	08-_____( )	July 8, 2008
Steve & Barry's Arkansas LLC	08-_____( )	July 8, 2008
Steve & Barry's California LLC	08-_____( )	July 8, 2008
Steve & Barry's Colorado LLC	08-_____( )	July 8, 2008
Steve & Barry's Connecticut LLC	08-_____( )	July 8, 2008
Steve & Barry's CP LLC	08-_____( )	July 8, 2008
Steve & Barry's Florida LLC	08-_____( )	July 8, 2008
Steve & Barry's Georgia LLC	08-_____( )	July 8, 2008
Steve & Barry's GLC LLC	08-_____( )	July 8, 2008
Steve & Barry's Hawaii LLC	08-_____( )	July 8, 2008
Steve & Barry's Idaho LLC	08-_____( )	July 8, 2008
Steve & Barry's Illinois LLC	08-_____( )	July 8, 2008

<b>COMPANY</b>	<b>CASE NUMBER</b>	<b>DATE FILED</b>
Steve & Barry's Indiana LLC	08-_____( )	July 8, 2008
Steve & Barry's International LLC	08-_____( )	July 8, 2008
Steve & Barry's Iowa LLC	08-_____( )	July 8, 2008
Steve & Barry's Kansas LLC	08-_____( )	July 8, 2008
Steve & Barry's Kentucky LLC	08-_____( )	July 8, 2008
Steve & Barry's LLC	08-_____( )	July 8, 2008
Steve & Barry's Louisiana LLC	08-_____( )	July 8, 2008
Steve & Barry's Maine LLC	08-_____( )	July 8, 2008
Steve & Barry's Maryland LLC	08-_____( )	July 8, 2008
Steve & Barry's Massachusetts LLC	08-_____( )	July 8, 2008
Steve & Barry's Michigan LLC	08-_____( )	July 8, 2008
Steve & Barry's Midwest LLC	08-_____( )	July 8, 2008
Steve & Barry's Minnesota LLC	08-_____( )	July 8, 2008
Steve & Barry's Mississippi LLC	08-_____( )	July 8, 2008
Steve & Barry's Missouri LLC	08-_____( )	July 8, 2008
Steve & Barry's Nebraska LLC	08-_____( )	July 8, 2008
Steve & Barry's Nevada LLC	08-_____( )	July 8, 2008
Steve & Barry's New Jersey LLC	08-_____( )	July 8, 2008
Steve & Barry's New Mexico LLC	08-_____( )	July 8, 2008
Steve & Barry's New York LLC	08-_____( )	July 8, 2008
Steve & Barry's North Carolina LLC	08-_____( )	July 8, 2008
Steve & Barry's Oakland LLC	08-_____( )	July 8, 2008
Steve & Barry's Ohio LLC	08-_____( )	July 8, 2008
Steve & Barry's Oklahoma LLC	08-_____( )	July 8, 2008
Steve & Barry's Pennsylvania LLC	08-_____( )	July 8, 2008
Steve & Barry's South Carolina LLC	08-_____( )	July 8, 2008
Steve & Barry's South Michigan LLC	08-_____( )	July 8, 2008
Steve & Barry's Tennessee LLC	08-_____( )	July 8, 2008
Steve & Barry's Texas LLC	08-_____( )	July 8, 2008
Steve & Barry's Utah LLC	08-_____( )	July 8, 2008
Steve & Barry's Virginia LLC	08-_____( )	July 8, 2008

<b>COMPANY</b>	<b>CASE NUMBER</b>	<b>DATE FILED</b>
Steve & Barry's Washington LLC	08-_____( )	July 8, 2008
Steve & Barry's West Virginia LLC	08-_____( )	July 8, 2008
Steve & Barry's Wisconsin LLC	08-_____( )	July 8, 2008
Stone Barn LLC	08-_____( )	July 8, 2008
Stone Barn Trading LLC	08-_____( )	July 8, 2008
Striking Brands LLC	08-_____( )	July 8, 2008
Swift Building LLC	08-_____( )	July 8, 2008
Symbolic Brands LLC	08-_____( )	July 8, 2008

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** :  
 :  
**STEVE & BARRY'S** : **Chapter 11**  
**MANHATTAN LLC** :  
 : **Case No. 08-\_\_\_\_\_ (\_\_\_)**  
 :  
**Debtor.** : **Jointly Administered**  
 :  
-----X

**EXHIBIT C TO VOLUNTARY PETITION**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

## CERTIFICATE OF RESOLUTIONS

I, Barry Prevor, a duly authorized officer of Steve & Barry's Manhattan LLC, a New York limited liability company (the "Company"), hereby certify that at a special meeting of the Member of the Company (the "Member"), duly called and held on July 8, 2008, the following resolutions were adopted in accordance with the requirements of the New York Limited Liability Company Law and that these resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

RESOLVED, that each of the Chairman, President, Chief Executive Officers, Chief Operating Officer, Chief Financial Officer, General Counsel, Secretary, Treasurer and Executive Vice President (each such officer or designee being an "Authorized Person" and all being the "Authorized Persons") are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby engaged as attorneys for the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of Conway, Del Genio, Gries & Co., LLC is hereby engaged as financial advisors for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized and empowered, in the name and on behalf of the Company, as the case may be, to engage the firm of Goldman Sachs Group, Inc. as investment bankers for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such persons shall be or become necessary, proper and desirable to effectuate a successful reorganization of the business of the Company.

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action.

RESOLVED, each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, as the case may be, to: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such officers to

constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby.

RESOLVED, that, any and all past actions heretofore taken by any Authorized Person of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have set my hand this 8th day of July, 2008.

/s/ Barry Prevor  
By: Barry Prevor  
Title: Chairman and Secretary

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** :  
: :  
**STEVE & BARRY'S** : **Chapter 11**  
**MANHATTAN LLC** : :  
: : **Case No. 08-\_\_\_\_\_ (\_\_\_)**  
: :  
**Debtor.** : **Jointly Administered**  
: :  
-----X

**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS<sup>1</sup>**

Following is a list of creditors holding, as of July 8, 2008, the 30 largest unsecured claims against Steve & Barry's Manhattan LLC and its debtor affiliates, as debtors and debtors in possession on a consolidated basis.

Except as set forth above, the list of creditors has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This list does not include (i) persons who come within the definition of "insider" set forth in section 101(31) of chapter 11 of title 11 of the United States Code or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>2</sup></i>	<i>Estimated amount of claim as of July 2, 2008 (if secured also state value of security)</i>
Zheng Yong Gege Road, PO BOX# 337, Nhlangano, Kingdom of Swaziland	Debbie Phone: 002682077659 Fax: 2682077582	Trade Debt		\$3,919,404.36

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors.

<sup>2</sup> All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this list.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>2</sup></i>	<i>Estimated amount of claim as of July 2, 2008 (if secured also state value of security)</i>
Texport Syndicate Sub Plot No.6., Plot No.F11/F12, Western Ind. CO-OP Estate, Midc., Andheri (E), Mumbai - 400 093.	Anuj Goenka Phone: 91-22-28395601 Fax: 91-22-28368728	Trade Debt		\$3,258,029.76
Yixing City (J.J.Garments) room 801,251 xiaomujiao road, shanghai ,china	Joanna Phone: 0086-021- 64438227-806 Fax: 021-64436030	Trade Debt		\$2,535,507.23
Gildan Active Wear Srl 600 de Maissonneuve West, Quebec, H3A,3J2 Canada	Asha Weeks Phone: 514-735-2023 Fax: 514-735-6810	Trade Debt		\$2,488,721.84
Simon Property Group 225 West Washington Indianapolis, Indiana 46204 Attn: General Counsel	Jackie S. Mason Phone: 317.263.7620 Fax: 317.263.7038	Leases		\$2,153,712
Atraco Inds – Ashton Atraco Industrial Enterprise, PO box 16798, Jebel Ali, Dubai, UAE,	Manan Kapasi Phone: 0097148812686 Fax: 97148818042	Trade Debt		\$2,140,676.46
Agi Logistics PO BOX 3203 Buffalo, NY 14240-3203	James Minutello Phone: (718) 656-5500 Fax: (718) 947-0164	Trade Debt		\$2,085,623.60
B&B Contractors, Inc. d/b/a The Bergman Companies 4300 Edison Ave Chino, CA 91710	Bill Bohn (Vice President of Construction) Phone: 830.899.3348 Fax: 830.899.3358	Trade Debt		\$1,796,091.36
Alstyle Apparel 1501 East Cerritos Ave., Anaheim, CA 92805	Tod Scarborough (President) Phone: 714-765-0400 Fax: 714-765-0450	Trade Debt		\$1,722,547.01
Destination Apparel Shakti Vinayak Marg, Gairi Gaoun-9-Kathmandu - Bagmati Zone -148-977-0	Arun Phone: 977-1-4220073 Fax: 00977-1-4226021	Trade Debt		\$1,367,829.60
Weihai Jucheng No.105 Hengtai Street,Hi- Tech Zone, Weihai,China	Susan /Susansui Phone: 0631-5696001 Fax: 0631-5606010	Trade Debt		\$1,344,189.40
Sonal Garments 134-A,Mittal Court, 224 Nariman Point, Mumbai- 400 021	Pravin Agarwal / Sapna Phone: 30414014/30913459 Fax: 91-22-56308276	Trade Debt		\$1,222,385.38

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>2</sup></i>	<i>Estimated amount of claim as of July 2, 2008 (if secured also state value of security)</i>
CBL & Associates Management, Inc. CBL Center, Suite 500 2030 Hamilton Place Boulevard Chattanooga, Tennessee 37421-6000	Victoria Berghel (General Counsel), Howard Grody (VP – Mall Leasing) Phone: 423.490.8684, 423.490.8317 Fax: 423.893.4388, 423.490.8629	Leases		\$1,202,546
General Growth Management, Inc. Re: Centerpointe Mall 110 North Wacker Drive Chicago, IL 60606 Attn: General Counsel	Thomas K. Hornacek Phone: (312) 960-2741 Fax: (312) 960-5476	Leases		\$1,196,266
Bombay Rayon Fashion D-1st Flr., Oberoi Garden Estate, Chandivali , Andheri ( East ), Mumbi 40059	Prashant/Nazim Phone: 91-22-56955566 Fax: 91-22-28476992	Trade Debt		\$1,183,477.04
Kaytee Corporation 51, Sakhar Bhavan, 5th Floor, Nariman Point, Mumbai - 400 021, India.	Premal Phone: (0091- 22)22837123/24, 56308934/38 Fax: 0091-22-22842243	Trade Debt		\$1,174,297.79
Ami Apparels 2nd Floor, 'Y' Block, 380- 381, Kathmandu Plaza, Kamaladi, Kathmandu, Nepal, PO BOX # 3263	Arun Phone: 4241437, 4255956 Fax: 227538 / 249392	Trade Debt		\$1,145,877.12
Zhuhai Wintop 1-3-601 No. 372 Qinglu South Road, Jida, Zhuhai	Michael Phone: 0086-756-3328546 Fax: 867568895372	Trade Debt		\$1,141,709.82
International British Garments Co. Ltd. (Mft) P.O. Box No 96, Ad Dulayl, Amman	Sudhir Phone: 962 05 3825114 Fax: 962-5-3824270	Trade Debt		\$970,714.08
American Express Corporate Green Card American Express Corporate Services Director, Account Development 2965 West Corporate Lakes Weston, FL 33331-3626	Toni Specht Phone: (623) 581-7203 Fax: (480) 837-2112	Trade Debt		\$944,045.06

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>2</sup></i>	<i>Estimated amount of claim as of July 2, 2008 (if secured also state value of security)</i>
Yixing City Huachuang Imp. & Exp. Co. Ltd. room 801,251 Xiaomuqiao road, Shanghai ,China	Joanna Phone: 0086-021-64438227 -806 Fax: 021-64436030	Trade Debt		\$925,604.66
Excel Apparels 6,Sri Kanchi Kamatchi Nagar, K.P.Pudur (Opp;Velan Hotel), Kangayam Road, Tirupur - 641604 India.	Deepak / Vincy / Bhaskar Menon Phone: 24216211, 24216213 Fax: 91-022-24370968	Trade Debt		\$912,668.02
Rolex Garments Epz Ltd. Post Box No: 10, Athi-River, Kenya	Mr. Moti Karnani (Director), & Rajesh Gehani Phone: 2544522039, 2544522162, 2544522031 Fax: 2544522139	Trade Debt		\$863,600.34
Samrat Gems Patel Engg. Co. Compound, Patel Estate, Off S. V. Road, Jogeshwari (W)	Rajeev Phone: 91-22-26788741 / 26788742 Fax: 91-22-26788680 / 26040038	Trade Debt		\$862,911.19
Seven Seas Furniture Industrial No.38, Xinchang Road, Xinyang Industrial, Haicang, Xiamen	Felix Phone: 592 6513817 Fax: 86-592-6513820	Trade Debt		\$853,772.38
Sinomax International (Hongkong) Limited (Wanda) B26-Binh Tan Dist.,- Hochiminh City,-231-84-0	Swan / Pratik Phone: 84-8-8275758 Fax: 852 - 2757 8705	Trade Debt		\$842,217.34
S.M. Traders D - 11, SOUTH AVENUE, S.I.T.E., KARACHI - 75700 PAKISTAN.	Irfan Merchant Phone: 0092-21-2562310 (Ext 2011) Fax: 92-21-2570130	Trade Debt		\$820,939.32
Westfield Corporation, Inc. 11601 Wilshire Boulevard Los Angeles, California 90025-1748 Attention: Office of the Legal Counsel	Rory Packer Phone: (310) 445-2425 Fax: (310) 478-8776	Leases		\$812,030
United Garment Mnf. Co Street No.16, Building No:(e), Al-tajamaout Industrial City, Amman,Amman	Mr Karim Saifi Phone: 962 06 4020512 Fax: 219-6249065	Trade Debt		\$792,427.92

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff<sup>2</sup></i>	<i>Estimated amount of claim as of July 2, 2008 (if secured also state value of security)</i>
Putian Ala Footwear & Clothing Hushi Quanguan Industrial Area, Xiuyu County, Putian, Fujian ,China	Cindy Zhou Phone: 0086-0594-5878888 Fax: 5945859333	Trade Debt		\$783,388.47

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned authorized officer of Steve & Barry's Manhattan LLC and its debtor affiliates named as debtors in this case (the "Debtors"), declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding the 30 Largest Unsecured Claims against the Debtors on a consolidated basis and that the list is true and correct to the best of my information and belief.

Dated: July 8, 2008

/s/ Barry Prevor  
Barry Prevor  
Chairman and Secretary

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** :  
 :  
**STEVE & BARRY'S** : **Chapter 11**  
**MANHATTAN LLC** :  
 : **Case No. 08-\_\_\_\_\_ (\_\_\_)**  
 :  
**Debtor.** : **Jointly Administered**  
 :  
-----X

**LIST OF CREDITORS**<sup>1</sup>

Contemporaneously herewith, the Debtor and its affiliated debtors (the “Debtors”) have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(1) of chapter 11 of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed claims and noticing agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of these cases. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of these cases.

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<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** :  
:   
**STEVE & BARRY'S** : **Chapter 11**  
**MANHATTAN LLC** :  
: **Case No. 08-\_\_\_\_\_ (\_\_\_)**  
:   
**Debtor.** : **Jointly Administered**  
:   
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO  
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

<b>Name and Last Known Address of Equity Interest Holder</b>	<b>Kind of Interest</b>	<b>Number of Interests Held</b>
Steve & Barry's LLC 12 Harbor Park Drive Port Washington, New York 11050	Membership	100%

**DECLARATION UNDER PENALTY OF PERJURY**

I, the undersigned authorized officer of Steve & Barry's Manhattan LLC, named as the debtor in this case, declare under penalty of perjury that I have reviewed the "List of Equity Security Holders" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: July 8, 2008

By: /s/ Barry Prevor  
Barry Prevor  
Chairman and Secretary