

**United States Bankruptcy Court  
District of Delaware**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): <b>Mervyn's Holdings, LLC, a Delaware limited liability company</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Mervyn's	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): 20-1447931	Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than two, state all): N/A
Street Address of Debtor (No. & Street, City, State):  22301 Foothill Boulevard Hayward, CA	Street Address of Joint Debtor (No. & Street, City, State):  N/A
County of Residence or of the Principal Place of Business: Alameda, California	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address):  N/A	Mailing Address of Joint Debtor (if different from street address):  N/A
Location of Principal Assets of Business Debtor (if different from street address above): N/A	ZIP CODE

<b>Type of Debtor (Form of Organization) (Check one box)</b>  <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <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 (Check one box)</b>  <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>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b>  <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>Tax-Exempt Entity (Check box, if applicable.)</b>  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Nature of Debts (Check one box.)</b>  <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.

<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> 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 No. 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D) <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding Debts owed to insiders or affiliates) are less than \$2,190,000.
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<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.	Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th align="left" colspan="11">Estimated Number of Creditors</th> </tr> <tr> <td align="center">1-49</td> <td align="center">50-99</td> <td align="center">100-199</td> <td align="center">200-999</td> <td align="center">1,000-5,000</td> <td align="center">5,001-10,000</td> <td align="center">10,001-25,000</td> <td align="center">25,001-50,000</td> <td align="center">50,001-100,000</td> <td align="center">OVER 100,000</td> <td></td> </tr> <tr> <td align="center"><input checked="" type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input type="checkbox"/></td> <td align="center"><input 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<p><b>Voluntary Petition</b> (This page must be completed and filed in every case)</p>	<p>Name of Debtor(s): <u>Mervyn's Holdings, LLC, a Delaware limited liability company</u></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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 § 342(b) of the Bankruptcy Code.</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.</p> <p><input type="checkbox"/> Pursuant to § 1515 of title 11, United States Code, 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;"><b>Signature of Attorney</b></p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p><u>Mark D. Collins, Esq.</u>  <u>Richards, Layton &amp; Finger, P.A.</u>  <u>One Rodney Square</u>  <u>920 N. King Street</u>  <u>Wilmington, Delaware 19801</u>  <u>Telephone: (302) 651-7700</u>  <u>Facsimile: (302) 651-7701</u></p> <p><u>July 29, 2008</u> Date</p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____</p> <p>_____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>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:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <u>Charles R. Kurth</u> Printed Name of Authorized Individual <u>Executive Vice President, CFO and CAO</u> Title of Authorized Individual <u>July 29, 2008</u> Date</p>	

## RIDER 1

### Pending Bankruptcy Cases Filed by Affiliates of the Debtor: Each Concurrently Filed in the United States Bankruptcy Court for the District of Delaware

On the date of this petition, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

1. Mervyn's Holdings, LLC, a Delaware limited liability company<sup>1</sup>
2. Mervyn's LLC, a California limited liability company
3. Mervyn's Brands, LLC, a Minnesota limited liability company

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<sup>1</sup> Mervyn's Holdings, LLC was the first of these affiliates to commence its chapter 11 case.

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

**In re:** ) **Chapter 11**  
 )  
**MERVYN'S HOLDINGS, LLC,** ) **Case No. 08-\_\_\_\_\_ ( )**  
**a Delaware limited liability company** )  
 )  
**Debtor.** )

**LIST OF CREDITORS HOLDING  
THE THIRTY LARGEST UNSECURED CLAIMS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors")<sup>1</sup> each filed a voluntary petition in this Court on July 29, 2008 (the "Petition Date") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is a list of the Debtors' thirty largest unsecured creditors on a consolidated basis (the "Top 30 List"), based on the Debtors' books and records as of the Petition Date. The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors' chapter 11 cases. The Top 30 List does not include: (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims. The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtors. The failure of the Debtors to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors' right to contest the validity, priority, and/or amount of any such claim.

	<b>Name of Creditor and Complete Mailing Address, Including Zip Code</b>	<b>Name, Telephone Number, Fax Number, and Complete Mailing Address including zip code of employee, agent or department of creditor familiar with claim who may be contacted</b>	<b>Nature of Claim (Trade Debt, Bank Loan, Government contract)</b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount of Claim (if secured, state value of security)</b>
1.	Levi Strauss & Co.	1155 Battery St. San Francisco, CA 94111 Attn: Robert Hanson, President & Loreen Zakem, President of Levi Wholesale Telephone: (415) 501-4168 and (415) 501-4805 Facsimile: (415) 501-3907	Trade Debt		\$12,758,951

<sup>1</sup> The Debtors in these cases, along with the last four digits of their federal tax identification numbers for each of the Debtors, are Mervyn's Holdings, LLC (7931), Mervyn's LLC (4456) and Mervyn's Brands, LLC (8850).

	Name of Creditor and Complete Mailing Address, Including Zip Code	Name, Telephone Number, Fax Number, and Complete Mailing Address including zip code of employee, agent or department of creditor familiar with claim who may be contacted	Nature of Claim (Trade Debt, Bank Loan, Government contract)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff	Amount of Claim (if secured, state value of security)
2.	Wicked Fashions	222 Bruce Reynolds Blvd. Fort Lee, NJ 07024 Attn: David Khyn, President Telephone: (201) 242-5900 Facsimile: (201) 242-8466	Trade Debt		\$6,054,960
3.	Nike USA Inc.	One Bowerman Drive Beaverton, OR 97005 Attn: Mark Parker, President Telephone: (800) 344-6453 Facsimile: (503) 671-6374	Trade Debt		\$4,723,327
4.	Vans Inc.	110 Sycamore Ave. Larkspur, CA 94939 Attn: Steve Murray, President Telephone: (888) 691-8889 Facsimile: (714) 889-6776	Trade Debt		\$2,903,656
5.	Fashion Resource (TCL)	3151 East Washington Blvd. Los Angeles, CA 90023 Attn: Gerard Guez, CEO Telephone: (323) 780-8250 Facsimile: (323) 780-0751	Trade Debt		\$2,652,329
6.	Hanes Brand-Hanes UW	1000 East Hanes Mill Road Winston-Salem, NC 27105 Attn: Rich Noll, CEO Telephone: (336) 519-6707 Facsimile: (336) 519-3335	Trade Debt		\$2,593,847
7.	Lolly Togs	100 West 33 <sup>rd</sup> St., Suite 1012 New York, NY 10001-2900 Attn: Richard Sutton, CEO Telephone: (212) 502-6098 Facsimile: (212) 268-5160	Trade Debt		\$2,578,248
8.	VF Jeanswear Inc.	P.O. Box 21488 Greensboro, NC 27420 Attn: Bankruptcy Department Telephone: (800) 353-9692 Facsimile: (336) 332-5408	Trade Debt		\$2,002,818
9.	Jansport Inc./VF Outdoor	2011 Fallon Drive San Leandro, CA 94577 Attn: Steve Munn, President Telephone: (510) 614-4030/4000 Facsimile: (510) 614-4025	Trade Debt		\$1,735,339

	<b>Name of Creditor and Complete Mailing Address, Including Zip Code</b>	<b>Name, Telephone Number, Fax Number, and Complete Mailing Address including zip code of employee, agent or department of creditor familiar with claim who may be contacted</b>	<b>Nature of Claim (Trade Debt, Bank Loan, Government contract)</b>	<b>Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff</b>	<b>Amount of Claim (if secured, state value of security)</b>
10.	Hanes Brand-Playtex	P.O. Box 807 Rural Hall, NC 27046 Attn: Legal Department Telephone: (336) 519-6034 Facsimile: (336) 519-2705	Trade Debt		\$1,375,829
11.	Vanity Fair Mills Inc.	136 Madison Ave. New York, NY 10016 Attn: Anne Jardine, President Dept/Chain Telephone: (212) 696-1110 Facsimile: (212) 725-5684	Trade Debt		\$1,288,882
12.	Agron Inc.	2440 S. Sepulveda Blvd. Los Angeles, CA 90064 Attn: Legal Dept Telephone: (310) 473-7223 Facsimile: (310) 312-1753	Trade Debt		\$1,269,258
13.	Mattel Inc.	333 Continental Blvd. El Segundo, CA 90245 Attn: Robert Eckert, Chairman of the Board/CEO and Carol Levine, VP Telephone: (310) 252-5000 Facsimile: (310) 252-3671	Trade Debt		\$1,194,324
14.	B & Y Global Sourcing	237 W 30th St Los Angeles, CA 90007-3319 Attn: Norbert Baroukh Telephone: 213-744-9955 Email: norbert@byglobalsource.com	Trade Debt		\$1,050,563
15.	Hanes Brand-Bali/Barely There	2612 168th Ave. SE Bellevue, WA 98008-5512 Attn: Brian Hottinger Telephone: (425) 653-2334 Facsimile: (425) 653-2335	Trade Debt		\$1,011,962
16.	Rosetti Handbags & Accessories	10 West 33rd Street, Suite 312 New York, NY 10001 Attn: Lena Jones, President Telephone: (646) 839-7912 Facsimile: (212) 279-3224	Trade Debt		\$1,002,738
17.	Humphreys Accessories LLC	120 W. 45th Street, 38th Floor New York, NY 10036 Attn: Jeffrey Spiegel, CEO and President Telephone: (212) 768-8800 Facsimile: (212) 768-8585	Trade Debt		\$981,415

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18.	Delta Galil USA/Wundies D	150 Meadowland Parkway, 2nd Floor Secaucus, NJ 07094 Attn: Tom Witthuhn, CEO Telephone: (201) 902-0055 Facsimile: (201) 902- 0070	Trade Debt		\$977,890
19.	Byer California	66 Potero Ave. San Francisco, CA 94103 Attn: Alan Byer, Owner, President Telephone: (415) 626-7844 Facsimile: (415) 626-7865	Trade Debt		\$971,812
20.	Volumeccocomo Apparel Inc.	4160 Bandini Blvd. Vernon, CA 90023 Attn: Chris Chang, CEO Telephone: (213) 763-6111 Facsimile: (323) 881-1859	Trade Debt		\$923,470
21.	Vida Shoes International Inc.	29 West 56th St. New York, NY 10019 Telephone: (212) 246-1900 Facsimile: (212) 581-9609	Trade Debt		\$904,407
22.	Williamson-Dickie MFG Inc.	319 Lipscomb Fort Worth, TX 76104 Attn: Phillip Williamson, President Telephone: (817) 336-7201 Facsimile: (817) 810-4454	Trade Debt		\$894,181
23.	Jockey Int'l Inc.	2300 60th Street Kenosha, WI 53141 Attn: Bob Nolan, President Telephone: (262) 658-8111 Facsimile: (262) 653-3079	Trade Debt		\$870,437
24.	Roytex Inc.	16 East 34th Street New York, NY 10016 Attn: Legal Department Telephone: (212) 686-3500 Facsimile: (212) 686-4336	Trade Debt		\$856,407

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25.	Hanes Brand - Socks	P.O. Box 2765 Winston Salem, NC 27102 Telephone: (336) 519-4930 Facsimile: (336) 519-8313	Trade Debt		\$723,062
26.	KWDZ MFG LLC/Knitworks	337 S. Anderson Street Los Angeles, CA 90033-3742 Telephone: (323) 526- 6526 Facsimile: (323) 526-3528	Trade Debt		\$722,185
27.	Stony Apparel Corp.	1500 S. Evergreen Ave. Los Angeles, CA 90023 Telephone: (323) 981-4241 Facsimile: (323) 981-9095	Trade Debt		\$721,618
28.	The Van Heusen Co.	200 Madison Ave. New York, NY 10016 Attn: Manny Chirico, Chairman and CEO and Allen Sirkin, President and COO Telephone: (212) 381-3500 Facsimile: (212) 381-3970	Trade Debt		\$680,654
29.	Bijoux International	1280 Jersey Ave. North Brunswick, NJ 08902 Telephone: (732) 828-3886 Facsimile: (732) 828-3953	Trade Debt		\$678,682
30.	Combine International	354 Indusco Court Troy, MI 48083 Telephone: (248) 585-9900 Facsimile: (248) 585-8641	Trade Debt		\$674,538

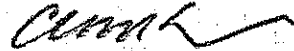
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
MERVYN'S HOLDINGS, LLC, ) Case No. 08-\_\_\_\_\_( )  
a Delaware limited liability company )  
)  
Debtor. )

**DECLARATION CONCERNING THE DEBTOR'S LIST OF CREDITORS  
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Charles R. Kurth, Executive Vice President, Chief Financial Officer and Chief Administrative Officer of Mervyn's Holdings, LLC, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Creditors Holding the Thirty Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Dated: July 29, 2008



\_\_\_\_\_  
Name: Charles R. Kurth  
Title: Executive Vice President, CFO and CAO  
Mervyn's Holdings, LLC

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
MERVYN'S HOLDINGS, LLC, ) Case No. 08-\_\_\_\_\_ ( )  
a Delaware limited liability company )  
)  
Debtor. )

CONSOLIDATED LIST OF CREDITORS

The debtor in this chapter 11 case and certain affiliated entities (collectively, the "Debtors") each filed a petition in this Court on July 29, 2008 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petition, the Debtors filed a single consolidated list of creditors (the "Consolidated Creditor List"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically as an attachment hereto.

[information provided in electronic format]

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
MERVYN'S HOLDINGS, LLC, ) Case No. 08-\_\_\_\_\_( )  
a Delaware limited liability company )  
)  
Debtor. )

DECLARATION REGARDING CONSOLIDATED CREDITOR LIST

I, Charles R. Kurth, Executive Vice President, Chief Financial Officer and Chief Administrative Officer of Mervyn's Holdings, LLC, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the Consolidated Creditor List submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: July 29, 2008



Name: Charles R. Kurth  
Title: Executive Vice President, CFO and CAO  
Mervyn's Holdings, LLC

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
MERVYN'S HOLDINGS, LLC, ) Case No. 08-\_\_\_\_\_( )  
a Delaware limited liability company )  
)  
Debtor. )

LIST OF EQUITY SECURITY HOLDERS

A list of equity security holders of Mervyn's Holdings, LLC and their percentage interest is attached hereto as Schedule A.

**SCHEDULE A**

**Schedule of Capital Contributions of Members**

**RETAIL MEMBERS**

MEMBER'S NAME	RETAIL INVESTOR CAPITAL CONTRIBUTION	RETAIL PERCENTAGE INTEREST
SCSF Mervyn's (US), LLC	\$0 (a)	15.94846%
SCSF Mervyn's (Offshore), Inc.	\$0 (a)	39.59598%
Lubert-Adler Real Estate Fund IV, L.P.	\$0 (a)	40.54858%
Lubert-Adler Real Estate Parallel Fund IV, L.P.	\$0 (a)	1.24493%
Lubert-Adler Capital Real Estate Fund IV, L.P.	\$0 (a)	2.66204%

**RESTRICTED LEASES COMMON MEMBERS**

MEMBER'S NAME	COMMON CAPITAL CONTRIBUTION	COMMON PERCENTAGE INTEREST
SCSF Mervyn's (US), Inc.	\$0 (a)	5.9276%
SCSF Mervyn's (Offshore), LLC	\$0 (a)	14.0624%
Cerberus Mervyn's Investors, LLC	\$0 (a)	23.88434%
KLA/Mervyn's, L.L.C.	\$0 (a)	54.18394%
Vanessa Castagna	\$0 (a)	0.5000%
Richard Leto	\$0 (a)	1.0000%
American Equity Partners, Inc.	\$0 (a)	0.44172%

**RESTRICTED LEASES PREFERRED MEMBERS**

MEMBER'S NAME	PREFERRED CAPITAL CONTRIBUTION	PREFERRED PERCENTAGE INTEREST
SCSF Mervyn's (US), Inc.	\$0 (a)	5.9241%
SCSF Mervyn's (Offshore), LLC	\$0 (a)	14.0659%
Cerberus Mervyn's Investors, LLC	\$0 (a)	24.7975%
KLA/Mervyn's, L.L.C.	\$0 (a)	55.2125%

(a) As of the date hereof, each Member has received full repayment of such Member's initial Capital Contribution.

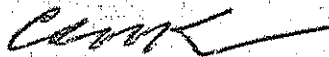
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
MERVYN'S HOLDINGS, LLC, ) Case No. 08-\_\_\_\_\_( )  
a Delaware limited liability company )  
)  
Debtor. )

DECLARATION CONCERNING THE DEBTOR'S LIST  
OF EQUITY SECURITY HOLDERS

I, Charles R. Kurth, Executive Vice President, Chief Financial Officer and Chief Administrative Officer of Mervyn's Holdings, LLC, a Delaware limited liability company and the entity named as debtor in this case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the List of Equity Security Holders submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: July 29, 2008



\_\_\_\_\_  
Name: Charles R. Kurth  
Title: Executive Vice President, CFO and CAO  
Mervyn's Holdings, LLC

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

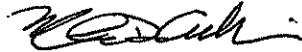
In re:	)	Chapter 11
	)	
MERVYN'S HOLDINGS, LLC, a Delaware limited liability company	)	Case No. 08-_____ ( )
	)	
Debtor.	)	

**MERVYN'S HOLDINGS, LLC'S STATEMENT  
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)**

For its Statement Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), Mervyn's Holdings, LLC (the "Debtor") respectfully represents that (i) SCSF Mervyn's (US), LLC, (ii) SCSF Mervyn's (Offshore), Inc., (iii) Luberet-Adler Real Estate Fund IV, L.P., (iv) Cerberus Mervyn's Investors, LLC, and (v) KLA/Mervyn's, L.L.C. each directly or indirectly owns 10% or more of any class of the Debtor's equity interests.

Dated: July 29, 2008  
Wilmington, Delaware

Respectfully submitted,



---

Mark D. Collins (No. 2981)  
Daniel J. DeFranceschi (No. 2732)  
RICHARDS, LAYTON & FINGER, P.A.  
One Rodney Square  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-7700  
Facsimile: (302) 651-7701

and

Howard S. Beltzer  
Wendy S. Walker  
MORGAN, LEWIS & BOCKIUS LLP  
101 Park Avenue  
New York, New York 10178  
Telephone: (212) 309-6000  
Facsimile: (212) 309-6001

*Proposed Attorneys for the Debtors and  
Debtors-in-Possession*

**MERVYN'S HOLDINGS, LLC**

**Written Consent  
of the Voting Members  
as of July 27, 2008**

In conformity with the Delaware Limited Liability Company Act and the Limited Liability Company Agreement of Mervyn's Holdings, LLC, a Delaware limited liability company (the "Company"), the undersigned, being the Voting Members of the Company (the "Voting Members"), hereby consent in writing to and adopt the following resolutions and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Voting Members duly called and convened for such purpose on the date first set forth above, with a full quorum present and acting throughout:

**Bankruptcy**

**WHEREAS**, it has been proposed that each of the Company, Mervyn's LLC, a California limited liability company and a wholly-owned subsidiary of the Company ("Mervyn's" and together with the Company, the "Mervyn's Companies"), and Mervyn's Brands, LLC, a Minnesota limited liability company and a wholly-owned subsidiary of Mervyn's, seek relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, under Section 1.10(c) of the Limited Liability Company Agreement of the Company (the "LLC Agreement"), the Voting Members (as defined in the LLC Agreement) are required to authorize the Company to take a Voluntary Bankruptcy (as defined in the LLC Agreement); and

**WHEREAS**, the Company Management Board (including all of the Independent Directors) of the Company has deemed it desirable and in the best interest of the Mervyn's Companies and each of them, their creditors, their equity holders and other interested parties, that each of the Mervyn's Companies be authorized and empowered to file, at such time as it is deemed necessary by the appropriate officers of each the companies, a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the "Petition") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court");

**NOW, THEREFORE, BE IT RESOLVED**, that the Company be, and it hereby is, authorized, empowered and directed to take a Voluntary Bankruptcy; and

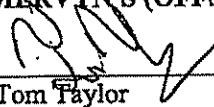
**FURTHER RESOLVED**, that the Company Management Board of the Company be, and hereby is, authorized and empowered, in the name and on behalf of the Company, to make all such arrangements, to authorize, do and perform all such acts and things, and to

cause the officers of the Company to execute and deliver all such certificates and such other instruments and documents as it may deem appropriate in order to take a Voluntary Bankruptcy and to effectuate fully the purpose and intent of the foregoing resolutions, and that any and all actions taken heretofore and hereafter to accomplish such purposes and intents, all or singular, be, and they hereby are, approved, ratified, and confirmed.

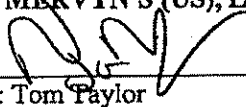
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WITNESS the due execution hereof.

SCSF MERVYN'S (OFFSHORE), INC.

By:   
Name: Tom Taylor  
Title: Vice President

SCSF MERVYN'S (US), LLC

By:   
Name: Tom Taylor  
Title: Vice President

*-Continued-*

**CERBERUS MERVYN'S INVESTORS, LLC**

By: Cerberus Partners, L.P.

Its: Managing Member

By: Cerberus Associates, L.L.C.

Its: General Partner

By: \_\_\_\_\_

Name:

Title:

*-Continued-*

**KLA/MERVYN'S L.L.C.**

By: \_\_\_\_\_  
Name:  
Title:

**LUBERT-ADLER REAL ESTATE FUND IV, L.P.**

By: Lubert-Adler Group IV, L.P.  
Its: General Partner

By: Lubert-Adler Group IV, LLC  
Its: General Partner

By: \_\_\_\_\_  
Name:  
Title:

**LUBERT-ADLER REAL ESTATE PARALLEL  
FUND IV, L.P.**

By: Lubert-Adler Group IV, L.P.  
Its: General Partner

By: Lubert-Adler Group IV, LLC  
Its: General Partner

By: \_\_\_\_\_  
Name:  
Title:

**LUBERT-ADLER CAPITAL REAL ESTATE  
FUND IV, L.P.**

By: Lubert-Adler Group IV, L.P.  
Its: General Partner

By: Lubert-Adler Group IV, LLC  
Its: General Partner

By: \_\_\_\_\_  
Name:  
Title:

*-Continued-*

**AMERICAN EQUITY PARTNERS, INC.**

By: \_\_\_\_\_

Name:

Title:

**RESOLUTIONS ADOPTED  
BY THE  
COMPANY MANAGEMENT BOARD OF  
OF  
MERVYN'S HOLDINGS, LLC**

**At the Meeting of the Company Management Board  
held on  
July 27, 2008**

## **Bankruptcy Resolutions**

**WHEREAS**, it has been proposed that each of Mervyn's Holdings, LLC, a Delaware limited liability company (the "Company"), Mervyn's LLC, a California limited liability company and a wholly-owned subsidiary of the Company ("Mervyn's" and together with the Company, the "Mervyn's Companies"), and Mervyn's Brands, LLC, a Minnesota limited liability company and a wholly-owned subsidiary of Mervyn's ("Mervyn's Brands"), seek relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

**WHEREAS**, it has also been proposed that each of Mervyn's and Mervyn's Brands negotiate and enter into that certain Ratification and Amendment Agreement (the "DIP Agreement"), to be dated on or about July 28, 2008, by and among Wachovia Capital Finance Corporation (Western) (the "Agent"), as successor to Congress Financial Corporation (Western), in its capacity as administrative and collateral agent acting for and on behalf of the financial institutions from time to time party to the Loan Agreement (as defined in the DIP Agreement) as lenders (the "Lenders"), the Lenders, Mervyn's, as borrower, and Mervyn's Brands, as guarantor, whereby, among other things, the Agent and the Lenders agree to make certain loans and advances and to provide other financial and credit accommodations to Mervyn's following the filing of voluntary petitions under the Bankruptcy Code by Mervyn's and Mervyn's Brands; and

**WHEREAS**, the DIP Agreement has been presented to and reviewed by the Company Management Board; and

**WHEREAS**, under Section 1.10(c) of the Limited Liability Company Agreement of the Company (the "LLC Agreement"), the Company Management Board (including all of the Independent Directors) (as defined in the LLC Agreement) is required to authorize the Company to file a voluntary petition seeking relief under Chapter 11 of the Bankruptcy Code; and

**WHEREAS**, under Section 5.1(a) of the LLC Agreement, the Company Management Board has the power to cause Mervyn's to file a voluntary petition seeking relief under Chapter 11 of the Bankruptcy Code;

**NOW, THEREFORE, BE IT RESOLVED**, that in the judgment of the Company Management Board (including all of the Independent Directors), it is desirable and in the best interest of the Mervyn's Companies and each of them, their creditors, their equity holders and other interested parties, that each of the Mervyn's Companies be, and they hereby are, authorized, empowered, and directed to file, at such time as it is deemed necessary by the appropriate officers of each of the respective Mervyn's Companies, a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (the "Petition") and any other ancillary documents in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and

**FURTHER RESOLVED**, that, subject to obtaining any necessary approvals of Mervyn's and Mervyn's Brands, the Chief Executive Officer, Chief Financial Officer, President, Executive Vice President, Senior Vice President, Vice President, General Counsel, Secretary, Assistant Secretary, Treasurer, or Assistant Treasurer of each of the Mervyn's Companies (each, an "Authorized Officer", and collectively, the "Authorized Officers") be, and each of them, with full authority to act without the others, hereby is,

authorized, empowered and directed (i) to execute and verify the Petition and any other ancillary documents and to cause the Petition and any other ancillary documents to be filed with the Bankruptcy Court and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary, in the discretion of the Authorized Officers, to effect any of the foregoing; and

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized, empowered, and directed, on behalf of and in the name of each of the Meryvn's Companies, and each of them, to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, objections, responses, applications, and other papers and documents necessary or desirable in connection with the Chapter 11 cases; and

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain the law firms of Morgan, Lewis & Bockius LLP ("Morgan Lewis") and Richards, Layton & Finger, P.A. ("Richards Layton") as bankruptcy counsel, to render legal services to, and to represent, each of the Mervyn's Companies in connection with such proceedings and all other related matters in connection therewith, on such terms as the Authorized Officers, and such other officers as they shall from time to time designate shall approve; and

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain Miller Buckfire & Co., LLC ("Miller Buckfire" and together with Morgan Lewis and Richards Layton, the "Professionals") to render financial and restructuring advice and services to, and to represent, each of the Mervyn's Companies in connection with such proceedings and all other related matters in connection therewith, on such terms as the Authorized Officers, and such other officers as they shall from time to time designate shall approve; and

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to retain on behalf of each of the Mervyn's Companies any additional counsel, accountants and other advisors as the Authorized Officers, or any of them, may deem appropriate; and

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and empowered on behalf of, and in the name of, each of the Mervyn's Companies to execute a plan of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court; and

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized and directed to take or cause to be taken any and all such further actions and to execute and deliver any and all such further instruments and documents and to pay all such expenses, costs, fees, or taxes in each case as in his or their judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any manager, member, director, or officer of any of the Mervyn's Companies or any of the Professionals in connection with the reorganization or liquidation of each of the Mervyn's Companies or any matter or proceeding related thereto, or by virtue of these resolutions, be, and they hereby are, in all respects ratified, confirmed, and approved; and

**FURTHER RESOLVED**, the Authorized Officers, and such other officers as they shall from time to time designate, be, and each of them acting alone hereby is, authorized with full power of delegations, for and in the name and on behalf of the respective Mervyn's Companies, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing resolutions; and

**FURTHER RESOLVED**, that any and all actions of any member, manager, officer, or director of each of the Mervyn's Companies taken prior to the date hereof to carry out the purposes of the foregoing resolutions be, and they hereby are, ratified, approved, and confirmed in all respects.

#### **General Resolution**

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to make all such arrangements, to do and perform all such acts and things, and to execute and deliver all such officers' certificates and such other instruments and documents as they may deem appropriate in order to effectuate fully the purpose and intent of each and all of the foregoing resolutions, and that any and all actions taken heretofore and hereafter to accomplish such purposes and intents, all or singular, be, and they hereby are, approved, ratified, and confirmed.

\* \* \* \*