

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

-----X
: **Chapter 11**
: **Case Nos. 16-11275 (SHL)**
: **Through 16-11285 (SHL)**
: **(Jointly Administered)**
:
:
-----X

In re

AÉROPOSTALE, INC., et al.,

Debtors.¹

**ORDER PURSUANT TO 11 U.S.C. § 502(b)(9), FED. R. BANKR. P. 2002
AND 3003(c)(3), AND LOCAL RULE 3003-2 FOR ENTRY OF ORDER
(I) ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM AND
(II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the application, dated June 10, 2016 [ECF No. 294] (the “*Application*”) of Aéropostale Inc. and its subsidiaries as debtors and debtors in possession (the “*Debtors*”), pursuant to section 502(b)(9) of chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “*Local Rules*”) for entry of an order establishing deadlines and procedures for filing proofs of claim and approving the form and manner of notice thereof, all as more fully described in the Application; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: Aéropostale, Inc. (3880); Aéropostale West, Inc. (7013); Jimmy’Z Surf Co., LLC (0461); Aero GC Management LLC (4257); Aeropostale Procurement Company, Inc. (8518); Aeropostale Licensing, Inc. (8124); P.S. from Aeropostale, Inc. (5900); GoJane LLC (4923); Aeropostale Canada Corp. (N/A); Aeropostale Holdings, Inc. (7729); and Aeropostale Puerto Rico, Inc. (6477). The Debtors’ corporate headquarters is located at 112 West 34th Street, 22nd Floor, New York, NY 10120.

consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given as provided in the Application, and such notice having been adequate and appropriate under the circumstances; and the Court having determined that the relief sought is in the best interests of the Debtors, their estates, their creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Application is granted.
2. Except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors which arose on or prior to the commencement of these chapter 11 cases on May 4, 2016 (the “*Commencement Date*”), including, for the avoidance of doubt, a claim arising under section 503(b)(9) of the Bankruptcy Code, shall file a proof of such proof of claim so that it is received on or before **July 25, 2016 at 5:00 p.m. (Eastern Time)** (the “*Bar Date*”).
3. Notwithstanding any other provision hereof, proofs of claim filed by governmental units (as defined in section 101(27) of the Bankruptcy Code) must be filed on or before **October 31, 2016 at 5:00 p.m. (Eastern Time)** (the “*Governmental Bar Date*,” and, together with the Bar Date, the “*Bar Dates*”).

4. The following procedures for the filing of proofs of claim shall apply:
 - (i) proofs of claim must conform substantially to Official Bankruptcy Form 410;²
 - (ii) proofs of claim either must be filed (a) electronically through the website of the Debtors' Court-approved claims and noticing agent, Prime Clerk LLC ("**Prime Clerk**"), using the interface available on such website located at <https://cases.primeclerk.com/aeropostale> under the link entitled "Submit a Claim;" (b) by mailing the original proof of claim form either by U.S. Postal Service mail or overnight delivery on or before the applicable Bar Date to Aéropostale, Inc., Claims Processing Center, c/o Prime Clerk LLC, 830 3rd Avenue, 3rd Floor, New York, New York 10022; or (c) by delivering the original proof of claim by hand to the United States Bankruptcy Court, Southern District of New York, One Bowling Green, Room 534, New York, New York 10004;
 - (iii) proofs of claim will be deemed filed only when received by Prime Clerk or by the Clerk of the Bankruptcy Court on or before the applicable Bar Date;
 - (iv) proofs of claim must (a) be signed by the claimant, or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury; (b) include supporting documentation (if voluminous, attach a summary) or explain as to why documentation is not available; (c) be in the English language; and (d) be denominated in United States currency (using the exchange rate, if applicable, as of the Commencement Date); and
 - (v) proofs of claim must specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor.

5. The following persons or entities need not file a proof of claim on or prior to the applicable Bar Date:

- (i) any person or entity that already has filed a proof of claim against the Debtors in the above-captioned chapter 11 cases in a form substantially similar to Official Bankruptcy Form 410;
- (ii) any person or entity whose claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the "**Schedules**"); provided that

² Official Bankruptcy Form 410 can be found at www.uscourts.gov/forms/bankruptcy-forms, the Official Website for the United States Bankruptcy Courts. A customized Proof of Claim Form also can be obtained on the website established in these chapter 11 cases, <https://cases.primeclerk.com/aeropostale>.

- (i) the claim is not scheduled as “disputed,” contingent,” or “unliquidated;”
(ii) the claimant does not disagree with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (iii) any holder of a claim that heretofore has been allowed by Order of this Court;
- (iv) any person or entity whose claim has been paid in full by any of the Debtors;
- (v) any holder of a claim for which specific deadlines previously have been fixed by this Court;
- (vi) any holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a claim under section 503(b)(9));
- (vii) any person or entity whose claim will be paid in full under an agreement entered into by any of the Debtors pursuant to the Final Critical Vendors Order;²
- (viii) pursuant to paragraph 18 of the Final DIP Order:³
- (a) Crystal Financial LLC, as agent, and the lenders party to that certain Secured Superpriority Debtor in Possession Loan, Security and Guaranty Agreement dated as of May 4, 2016 (the “**DIP Credit Agreement**”), including any entities that become lenders thereunder from time to time on account of the “Liabilities” under and as defined in the DIP Credit Agreement; and
- (b) Bank of America, N.A., as agent, and the lenders party thereto on account of any outstanding letters of credit, accrued and unpaid interest, any fees, expenses and disbursements, indemnification obligations and other charges of whatever nature, whether or not contingent, whenever arising, due or owing in respect of that certain Third Amended and Restated Loan and Security Agreement, dated as of September 22, 2011 (as amended, restated, supplemented or

² See *Final Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b)(9) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors, Approving Related Procedures, and Granting Related Relief* [ECF No. 244] (the “**Final Critical Vendors Order**”).

³ See *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 364, and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure (I) Authorizing Incurrence by the Debtors of Postpetition Secured Indebtedness, (II) Granting Liens, and (III) Authorizing Use of Cash Collateral by the Debtors and Providing for Adequate Protection, and (IV) Modifying the Automatic Stay* [ECF No. 298] (the “**Final DIP Order**”).

otherwise modified from time to time in accordance with the terms thereof).

6. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is dated on or before the date of entry of this Order, must file a proof of claim based on such rejection on or before the applicable Bar Date, and any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim on or before such date as the Court may fix in the applicable order authorizing such rejection.

7. The holders of equity security interests in the Debtors need not file proofs of interest with respect to the ownership of such equity interests; provided, however, that if any such holder asserts a claim against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a proof of such claim must be filed on or prior to the Bar Date pursuant to the procedures set forth in this Order.

8. If the Debtors amend or supplement the Schedules subsequent to the date hereof, the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be afforded thirty (30) days from the date of such notice to file proofs of claim in respect of their claims and shall be given notice of such deadline.

9. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules.

10. Pursuant to Bankruptcy Rule 3003(c)(2), any holders of a claim that fails to comply with this Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

11. A copy of the notice substantially in the form annexed hereto as **Exhibit 1** (the “***Bar Date Notice***”) hereby is approved and shall be deemed adequate and sufficient if served by first-class mail at least thirty (30) days prior to the Bar Date on:

- (i) the Office of the United States Trustee;
- (ii) counsel for the Official Committee of Unsecured Creditors;
- (iii) all persons or entities that have requested notice of the proceedings in these chapter 11 cases;
- (iv) all persons or entities that have filed claims against the Debtors in these chapter 11 cases;
- (v) all creditors and other known holders of claims as of the date of this Order, including all persons or entities listed in the Schedules as holding claims;
- (vi) all parties to executory contracts and unexpired leases of the Debtors;
- (vii) all parties to pending litigation with the Debtors;
- (viii) the Internal Revenue Service, the United States Attorney’s Office for the Southern District of New York, and all other applicable governmental units; and
- (ix) such additional persons and entities deemed appropriate by the Debtors.

12. With regard to each holder a of claim listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the proof of claim form annexed hereto as **Exhibit 2** (the “***Proof of Claim Form***”) indicating on the form how the Debtors have scheduled such creditor’s claim in the Schedules (including the identity of the Debtor, the amount of the claim, and whether the claim has been scheduled as “contingent,” “unliquidated,” or “disputed”).

13. The Debtors shall cause Prime Clerk to post the Bar Date Notice and the Proof of Claim Form on the website established by Prime Clerk for these chapter 11 cases: <https://cases.primeclerk.com/aeropostale>.

14. Pursuant to Bankruptcy Rule 2002(f), the Debtors shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in the national edition of *The New York Times*, subject to applicable publication deadlines, at least twenty-eight (28) days prior to the Bar Date, which publication hereby is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates.

15. The Debtors and Prime Clerk are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

16. Entry of this Order is without prejudice to the right of the Debtors to seek further order of this Court fixing a date by which holders of claims or interests not subject to the Bar Dates established herein must file such proofs of claim or interest or be forever barred from so doing.

17. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: June 22, 2016
New York, New York

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Bar Date Notice

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

-----X
:

In re : **Chapter 11**

:

AÉROPOSTALE, INC., et al., : **Case Nos. 16-11275 (SHL)**

: **Through 16-11285 (SHL)**

: **(Jointly Administered)**

:

Debtors.¹

:

-----X

NOTICE OF DEADLINES REQUIRING FILING OF PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE DEBTORS SET FORTH BELOW:

Name of Debtor	Case Number	Tax Identification Number
Aéropostale, Inc.	16-11275 (SHL)	31-1443880
Aeropostale Procurement Company, Inc.	16-11276 (SHL)	27-2808518
Aéropostale West, Inc.	16-11277 (SHL)	01-0557013
Jimmy'Z Surf Co. LLC	16-11278 (SHL)	20-2250461
Aero GC Management LLC	16-11279 (SHL)	26-1184257
Aeropostale Licensing, Inc.	16-11280 (SHL)	26-3618124
GoJane LLC	16-11281 (SHL)	46-1464923
P.S. from Aeropostale, Inc.	16-11282 (SHL)	26-3625900
Aeropostale Puerto Rico, Inc.	16-11283 (SHL)	66-0706477
Aeropostale Holdings, Inc.	16-11285 (SHL)	46-2337729
OTHER NAMES USED BY THE DEBTORS IN THE LAST 8 YEARS		
Aéropostale; P.S. from Aéropostale; GoJane; Go Jane Acquisition Corp.; Jimmy'Z		

The United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") has entered an Order establishing **July 25, 2016 at 5:00 p.m. (Eastern**

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Aéropostale, Inc. (3880); Aéropostale West, Inc. (7013); Jimmy'Z Surf Co., LLC (0461); Aero GC Management LLC (4257); Aeropostale Procurement Company, Inc. (8518); Aeropostale Licensing, Inc. (8124); P.S. from Aeropostale, Inc. (5900); GoJane LLC (4923); Aeropostale Canada Corp. (N/A); Aeropostale Holdings, Inc. (7729); and Aeropostale Puerto Rico, Inc. (6477). The Debtors' corporate headquarters is located at 112 West 34th Street, 22nd Floor, New York, NY 10120.

Time) (the “*Bar Date*”) as the last date and time for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts, but not governmental units (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim against any of the above-listed debtors (collectively, the “*Debtors*”).

The Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to May 4, 2016 (the “*Commencement Date*”), the date on which the Debtors commenced cases under chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”), including, for the avoidance of doubt, claims arising under section 503(b)(9) of the Bankruptcy Code, but not holders of the claims listed in Section 4 below that specifically are excluded from the Bar Date filing requirement. Governmental units may have until **October 31, 2016 at 5:00 p.m. (Eastern Time)** (the “*Governmental Bar Date*,” and, together with the Bar Date, the “*Bar Dates*”) to file proofs of claim against the Debtors.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim that arose prior to the Commencement Date, and it is not one of the types of claims described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Commencement Date must be filed on or prior to the Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Commencement Date.

Under section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such

breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHAT TO FILE

The Debtors are enclosing a proof of claim form for use in these cases; if your claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the “*Schedules*”), the proof of claim form also sets forth the amount of your claim as listed on the Schedules, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as “disputed,” “contingent,” or “unliquidated.” You will receive a different proof of claim form for each claim listed in your name on the Schedules. You may utilize the proof of claim form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained at (i) the website established by the Debtors’ Court-approved claims and noticing agent, Prime Clerk LLC (“*Prime Clerk*”), located at <https://cases.primeclerk.com/aeropostale/> or (ii) the Bankruptcy Court’s website located at www.uscourts.gov/forms/bankruptcy-forms.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of the Commencement Date). You also should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four (4) digits), a complete birth date (only the year), the

name of a minor (only the minor's initials), or a financial account number (only the last four (4) digits of such account number).

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor any all holder of a claim must identify on its proof of claim the specific Debtor against which its claim is asserted and the case number of that Debtor's bankruptcy case. A list of the Debtors and their respective case numbers is set forth above on the first page of this Notice.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before July 25, 2016 at 5:00 p.m. (Eastern Time)** as follows:

IF BY FIRST CLASS MAIL OR OVERNIGHT DELIVERY:

Aéropostale, Inc.
Claims Processing Center
c/o Prime Clerk LLC
830 Third Avenue, 3rd Floor
New York, New York 10022

IF DELIVERED BY HAND:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, New York 10004-1408

IF ELECTRONICALLY:

The website established by Prime Clerk, using the interface available on such website located at <https://cases.primeclerk.com/aeropostale/> under the linked entitled "Submit a Claim" (the "*Electronic Filing System*").

Proofs of claim will be deemed filed only when received at the addresses listed above or via the Electronic Filing System on or before the Bar Date. Proofs of claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the Bar Date if you are:

- (a) a person or entity that already has filed a proof of claim against the Debtors in the above-captioned chapter 11 cases with Prime Clerk or the Clerk of the Bankruptcy Court in a form substantially similar to Official Bankruptcy Form 410;
- (b) a person or entity whose claim is listed on the Schedules; provided that (i) the claim is not scheduled as “disputed,” contingent,” or “unliquidated;” and (ii) you do not disagree with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (c) a holder of a claim that heretofore has been allowed by Order of the Bankruptcy Court;
- (d) a person or entity whose claim has been paid in full by any of the Debtors;
- (e) a holder of a claim for which specific deadlines previously have been fixed by the Bankruptcy Court;
- (f) a holder of a claim allowable under section 503(b) and section 507(a)(2) of the Bankruptcy Code as an administrative expense (other than a holder of a claim under section 503(b)(9));
- (g) any person or entity whose claim will be paid in full under an agreement entered

into by any of the Debtors pursuant to the Final Critical Vendors Order;² and

- (h) Pursuant to paragraph 18 of the Final DIP Order:³
- a. Crystal Financial LLC, as agent, and the lenders party to that certain Secured Superpriority Debtor in Possession Loan, Security and Guaranty Agreement dated as of May 4, 2016 (the “*DIP Credit Agreement*”), on account of the “Liabilities” under and as defined in the DIP Credit Agreement; and
 - b. Bank of America, N.A., as agent, and the lenders party thereto, on account of any outstanding letters of credit, accrued and unpaid interest, any fees, expenses and disbursements, indemnification obligations and other charges of whatever nature, whether or not contingent, whenever arising, due or owing in respect of that certain Third Amended and Restated Loan and Security Agreement, dated as of September 22, 2011 (as amended, restated, supplemented or otherwise modified from time to time in accordance with the terms thereof).

If you are a holder of equity security interests in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time; provided, that if you assert a claim against the Debtors (including a claim relating to an equity interest or the purchase

² See *Final Order Pursuant to 11 U.S.C. §§ 105(a), 363(b) and 503(b)(9) Authorizing Debtors to Pay Certain Prepetition Obligations to Critical Vendors, Approving Related Procedures, and Granting Related Relief* [ECF No. 244] (the “*Final Critical Vendors Order*”).

³ See *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, and 364, and Rules 2002, 4001, and 9014 of the Federal Rules of Bankruptcy Procedure (I) Authorizing Incurrence by the Debtors of Postpetition Secured Indebtedness, (II) Granting Liens, and (III) Authorizing Use of Cash Collateral by the Debtors and Providing for Adequate Protection, and (IV) Modifying the Automatic Stay* [ECF No. 298] (the “*Final DIP Order*”).

or sale of such equity interest), a proof of such claim must be filed on or prior to the Bar Date pursuant to the procedures set forth in this Notice.

This Notice may be sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Bankruptcy Court believe that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before June 22, 2016, the date of entry of the Bar Date Order, you must file a proof of claim by the Bar Date. If you have a claim arising from the rejection of an executory contract or unexpired lease, to which the order is dated after the date of entry of the Bar Date Order, you must file a proof of claim with respect to such claim by the date fixed by the Bankruptcy Court in the applicable order authorizing rejection of such contract or lease.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as a holder of a claim against one or more of the Debtors in the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed proof of claim form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Bankruptcy Court) on account of your claim(s), the enclosed proof of claim form will reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.

If you rely on the Debtors' Schedules and/or the enclosed proof of claim form(s), it is your responsibility to determine that the claim accurately is listed on the Schedules. However, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent, or unliquidated.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim only is against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the Bar Date, in accordance with the procedures set forth in this Notice.

Copies of the Debtors' Schedules are available for inspection on the Bankruptcy Court's electronic docket for the Debtors' chapter 11 cases, which is posted on (i) the website established by Prime Clerk for the Debtors' cases at <https://cases.primeclerk.com/aeropostale/> and (ii) on the Court's website at <http://www.nysb.uscourts.gov>. A login and password to the Bankruptcy Court's Public Access to Electronic Records ("**PACER**") are required to access this information

and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at One Bowling Green, Room 534, New York, New York 10004-1408. Copies of the Debtors' Schedules also may be obtained by request to Prime Clerk, at the address and telephone number set forth below:

Aéropostale, Inc.
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, New York 10022
Toll Free: (855) 360-2999

A holder of a potential claim against the Debtors should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
June 22, 2016

BY ORDER OF THE COURT

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail

*Attorneys for Debtors
and Debtors in Possession*

Exhibit 2

Proof of Claim Form

Fill in this information to identify the case (Select only one Debtor per claim form):

- | | |
|---|---|
| <input type="checkbox"/> Aéropostale, Inc.
(Case No. 16-11275) | <input type="checkbox"/> GoJane LLC
(Case No. 16-11281) |
| <input type="checkbox"/> Aeropostale Procurement Company, Inc.
(Case No. 16-11276) | <input type="checkbox"/> P.S. from Aeropostale, Inc.
(Case No. 16-11282) |
| <input type="checkbox"/> Aéropostale West, Inc.
(Case No. 16-11277) | <input type="checkbox"/> Aeropostale Puerto Rico, Inc.
(Case No. 16-11283) |
| <input type="checkbox"/> Jimmy'Z Surf Co., LLC
(Case No. 16-11278) | <input type="checkbox"/> Aeropostale Holdings Inc.
(Case No. 16-11285) |
| <input type="checkbox"/> Aero GC Management LLC
(Case No. 16-11279) | |
| <input type="checkbox"/> Aeropostale Licensing, Inc.
(Case No. 16-11280) | |

Official Form 410 Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

<p>1. Who is the current creditor?</p>	<p>Name of the current creditor (the person or entity to be paid for this claim) _____</p> <p>Other names the creditor used with the debtor _____</p>	
<p>2. Has this claim been acquired from someone else?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. From whom? _____</p>	
<p>3. Where should notices and payments to the creditor be sent?</p> <p>Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)</p>	<p>Where should notices to the creditor be sent?</p>	<p>Where should payments to the creditor be sent? (if different)</p>
	<p>Name _____</p> <p>Number Street _____</p> <p>City State ZIP Code _____</p> <p>Contact phone _____</p> <p>Contact email _____</p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</p>	<p>Name _____</p> <p>Number Street _____</p> <p>City State ZIP Code _____</p> <p>Contact phone _____</p> <p>Contact email _____</p>
<p>4. Does this claim amend one already filed?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____</p> <p style="text-align: right;">Filed on _____ MM / DD / YYYY</p>	
<p>5. Do you know if anyone else has filed a proof of claim for this claim?</p>	<p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Who made the earlier filing? _____</p>	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$_____. Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$_____ Amount of the claim that is secured: \$_____ Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$_____ Annual Interest Rate (when case was filed) _____% Fixed Variable

10. Is this claim based on a lease? No Yes. Amount necessary to cure any default as of the date of the petition. \$_____

11. Is this claim subject to a right of setoff? No Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check one:

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____ (mm/dd/yyyy)

Signature

Print the name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- **Fill in all of the information about the claim as of the date the case was filed.**
- **Fill in the caption at the top of the form.**
- **If the claim has been acquired from someone else, then state the identity of the last party** who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- **Attach any supporting documents to this form.**
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)

Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- **Do not attach original documents because attachments may be destroyed after scanning.**
- **If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.**

- **A Proof of Claim form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth.** See Bankruptcy Rule 9037.
- **For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian.** For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <https://cases.primeclerk.com/aeropostale>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. §101(5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101(10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101(13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

Aéropostale, Inc. Claims Processing
Center c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

Alternatively, your claim can be filed electronically on Prime Clerk's website at <https://cases.primeclerk.com/aeropostale>.

Do not file these instructions with your form