

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

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In re : **Chapter 11**

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

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

Debtors.¹ : **(Jointly Administered)**

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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 Time)** (the "*Bar Date*") as the last date and time for each person or entity (including

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.

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

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*”).

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 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

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