

<b>UNITED STATES BANKRUPTCY COURT</b> Southern District of New York	<b>VOLUNTARY PETITION</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Metropark USA, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>81-0636659</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>1530 Palisades Center Dr. West Nyack, NY</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 10994</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Rockland</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>5750 Grace Place Los Angeles, CA</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 90022</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	

<p style="text-align: center;"><b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p style="text-align: center;"><b>Nature of Business</b> (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p style="text-align: center;"><b>Tax-Exempt Entity</b> (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p style="text-align: center;"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Chapter 7                      <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9                      <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p style="text-align: center;"><b>Nature of Debts</b> (Check one box.)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p style="text-align: center;"><b>Filing Fee</b> (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><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 3A.</p> <p><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.</p>	<p style="text-align: center;"><b>Chapter 11 Debtors</b></p> <p><b>Check one box:</b></p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><b>Check if:</b></p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).</p> <p>-----</p> <p><b>Check all applicable boxes:</b></p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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<p><b>Statistical/Administrative Information</b></p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input checked="" 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.</p> <p>Estimated Number of Creditors</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input checked="" type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table> <p>Estimated Assets</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table> <p>Estimated Liabilities</p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>	<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input checked="" type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input checked="" type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	<p><b>THIS SPACE IS FOR COURT USE ONLY</b></p>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s):
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.)

Location Where Filed: <b>NONE</b>	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet.)

Name of Debtor: <b>NONE</b>	Case Number:	Date Filed:
District: <b>Southern District of New York</b>	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p style="text-align: center;">(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s):</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 11 U.S.C. § 342(b).</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 <b>one</b> 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 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</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 <u>/s/ Cathy Hershcopf</u> Signature of Attorney for Debtor(s) <u>Cathy Hershcopf/Jeffrey L. Cohen</u> Printed Name of Attorney for Debtor(s) <u>Cooley LLP</u> Firm Name <u>1114 Avenue of the Americas</u> <u>New York, NY 10036</u> Address <u>212-479-6000</u> Telephone Number <u>05/02/2011</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></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 19 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 _____ 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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Cynthia Harriss</u> Signature of Authorized Individual <u>Cynthia Harriss</u> Printed Name of Authorized Individual <u>CEO</u> Title of Authorized Individual <u>05/02/2011</u> Date</p>	

Metropark USA, Inc.

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT****SOUTHERN DISTRICT OF NEW YORK**

Following is a list of the debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. If a minor child is one of the creditors holding the 30 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone 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, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 TRUE RELIGION 2263 VERNON AVENUE VERNON, CA 90058	TRUE RELIGION 2263 VERNON AVENUE VERNON, CA 90058 TEL: (323) 266-3072 FAX: (323) 266-8060 EMAIL: brian@truereligionbrandjeans.com	TRADE DEBT				\$629,334.70
2 NSB RETAIL SOLUTIONS INC 2800 TRANS CANADA HIGHWAY POINTE CLAIRE, QUEBEC H9R 1B1 CANADA	NSB RETAIL SOLUTIONS INC 2800 TRANS CANADA HIGHWAY POINTE CLAIRE, QUEBEC H9R 1B1 CANADA TEL: (514) 426-0822 FAX: (514) 426-0824 EMAIL: emadallah@epicor.com	TRADE DEBT				\$283,731.56
3 LIFE AFTER DENIM 847 W. 16ST STREET NEWPORT BEACH, CA 92663	LIFE AFTER DENIM 847 W. 16ST STREET NEWPORT BEACH, CA 92663 TEL: (949) 734-4424 FAX: (949) 631-6246	TRADE DEBT				\$258,340.38
4 SCOTCH & SODA 11811 E. FLORENCE AVE. SANTA FE SPRINGS, CA 90670	SCOTCH & SODA 11811 E. FLORENCE AVE. SANTA FE SPRINGS, CA 90670 TEL: (562) 906-9998 EMAIL: Yossi@scotch-soda.com	TRADE DEBT				\$253,915.40

Metropark USA, Inc.

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone 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, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
5 PROJEK RAW USA INC. 433 CHABANEL WEST, SUITE 1000 MONTREAL, QUEBEC H2N 2J8 CANADA	PROJEK RAW USA INC. 433 CHABANEL WEST, SUITE 1000 MONTREAL, QUEBEC H2N 2J8 CANADA TEL: (877) 381-5941 EMAIL: ariel@privatemember.com	TRADE DEBT				\$232,828.68
6 OBEY 17462 VON KARMEN IRVINE, CA 92614	OBEY 17462 VON KARMEN IRVINE, CA 92614 TEL: (949) 596-8400 EMAIL: don@obeyclothing.com	TRADE DEBT				\$211,891.95
7 G-STAR 599 BROADWAY 11TH FLOOR NEW YORK, NY 10012	G-STAR 599 BROADWAY 11TH FLOOR NEW YORK, NY 10012 TEL: (212) 431-3730 FAX: (212) 226-0702 EMAIL: Alex-Matthews@g-star.com	TRADE DEBT				\$205,831.03
8 JOES JEANS 5804 E. SLAUSON AVE COMMERCE, CA 90040	JOES JEANS 5804 E. SLAUSON AVE COMMERCE, CA 90040 TEL: (323) 837-3700 EMAIL: Marc@JoesJeans.com	TRADE DEBT				\$166,969.00
9 CHARLIE JADE/COAST STYLE GROUP 860 S. LOS ANGELES ST., SUITE 709 LOS ANGELES, CA 90014	CHARLIE JADE/COAST STYLE GROUP 860 S. LOS ANGELES ST., SUITE 709 LOS ANGELES, CA 90014 TEL: (213) 244-9661 EMAIL: gubub@fortuneswimwear.com	TRADE DEBT				\$166,504.50

Metropark USA, Inc.

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone 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, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
10 CROOKS AND CASTLES/TWELVE OUNCE 107 LOUVAIN WEST MONTREAL, QC H2N 1A3 CANADA	CROOKS AND CASTLES/TWELVE OUNCE 107 LOUVAIN WEST MONTREAL, QC H2N 1A3 CANADA TEL: (514) 389-8885 EMAIL: marcr@twelveounce.com	TRADE DEBT				\$162,337.72
11 KITTY 2812 S. GRAND AVE. LOS ANGELES, CA 90007	KITTY 2812 S. GRAND AVE. LOS ANGELES, CA 90007 TEL: (213) 749-2031 EMAIL: Robbin@Kittyfashion.com	TRADE DEBT				\$153,940.00
12 ARK & CO. / ARYN K 726 E. 12TH ST. #103 LOS ANGELES, CA 90021	ARK & CO. / ARYN K 726 E. 12TH ST. #103 LOS ANGELES, CA 90021 TEL: (213) 745-8877 EMAIL: ken@arynk.com	TRADE DEBT				\$147,553.70
13 ERNST & YOUNG DEPT. 6793 LOS ANGELES, CA 90084-6793	ERNST & YOUNG DEPT. 6793 LOS ANGELES, CA 90084-6793 EMAIL: brian.ring@ey.com	PROFESSIONAL FEES				\$145,176.00
14 TRICOT JOLI/WOW KNIT, INC. 1115 E. 14TH ST. LOS ANGELES, CA 90021	TRICOT JOLI/WOW KNIT, INC. 1115 E. 14TH ST. LOS ANGELES, CA 90021 TEL: (213) 688-0404 EMAIL: Mike@wowknitinc.com	TRADE DEBT				\$116,380.50
15 DIESEL 220 W 19TH STREET, 3RD FLOOR NEW YORK, NY 10011	DIESEL 220 W 19TH STREET, 3RD FLOOR NEW YORK, NY 10011 TEL: (212) 755-9200 FAX: (212) 414-8202 EMAIL: tess_brown@diesel.com	TRADE DEBT				\$114,450.96

Metropark USA, Inc.

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone 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, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
16 STORE KRAFT 500 IRVING STREET BEATRICE, NE 68310	STORE KRAFT 500 IRVING STREET BEATRICE, NE 68310 TEL: (402) 223-2348 FAX: (402) 223-1268	TRADE DEBT				\$113,763.54
17 CENTURY CITY MALL, LLC C/O BANK OF AMERICA-FILE# 7950 7950 COLLECTION CENTER DRIVE CHICAGO, IL 60693	CENTURY CITY MALL, LLC C/O BANK OF AMERICA-FILE# 7950 7950 COLLECTION CENTER DRIVE CHICAGO, IL 60693 TEL: (310) 553-5300 EMAIL: centurycity@westfield.com	RENT				\$108,707.81
18 MOAC MALL HOLDINGS LLC NW 5826 PO BOX 1450 MINNEAPOLIS, MN 55485-5826	MOAC MALL HOLDINGS LLC NW 5826 PO BOX 1450 MINNEAPOLIS, MN 55485-5826 EMAIL: info@mallofamerica.com	RENT				\$107,777.52
19 PLASTIC ISLAND/MCGINN USA 1385 E. 15TH STREET LOS ANGELES, CA 90021	PLASTIC ISLAND/MCGINN USA 1385 E. 15TH STREET LOS ANGELES, CA 90021 TEL: (213) 749-0900 EMAIL: shun@agenticonfashion.com	TRADE DEBT				\$98,123.70
20 MID-WEST WHOLESALE LIGHTING 5250 HOLLYWOOD BLVD PO BOX 27339 LOS ANGELES, CA 90027-4913	MID-WEST WHOLESALE LIGHTING 5250 HOLLYWOOD BLVD PO BOX 27339 LOS ANGELES, CA 90027-4913 TEL: (323) 957-6050 FAX: (323) 463-6489	TRADE DEBT				\$97,182.03
21 MILK & HONEY 341 W. 31ST LOS ANGELES, CA 90007	MILK & HONEY 341 W. 31ST LOS ANGELES, CA 90007 TEL: (323) 307-0826 EMAIL: info@division-e.com	TRADE DEBT				\$95,637.25

Metropark USA, Inc.

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
**(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone 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, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
22 WOODFIELD MALL LLC DEPARTMENT 55401 PO BOX 67000 DETROIT, MI 48267-0554	WOODFIELD MALL LLC DEPARTMENT 55401 PO BOX 67000 DETROIT, MI 48267-0554 FAX: (248) 258-7691	RENT				\$93,462.10
23 URBAN OUTFITTERS 5000 S. BROAD ST. PHILADELPHIA, PA 19112-1495	URBAN OUTFITTERS 5000 S. BROAD ST. PHILADELPHIA, PA 19112-1495 TEL: (215) 454-5500 EMAIL: LLieckfelt@freeppeople.com	TRADE DEBT				\$89,977.72
24 URGENT GEAR, INC. DBA CIVIL SOCIETY 728 E. COMMERCIAL ST. LOS ANGELES, CA 90012	URGENT GEAR, INC. DBA CIVIL SOCIETY 728 E. COMMERCIAL ST. LOS ANGELES, CA 90012 TEL: (213) 741-9926 EMAIL: randall@urgentgear.com	TRADE DEBT				\$89,532.50
25 FRANKIE B, INC 850 S BROADWAY, STE 504 LOS ANGELES, CA 90014	FRANKIE B, INC 850 S BROADWAY, STE 504 LOS ANGELES, CA 90014 TEL: (213) 624-5411 EMAIL: Daniella@frankieb.com	TRADE DEBT				\$88,950.00
26 GENTLE FAWN FAMILY BUSINESS DIST. 8721 SANTA MONICA BLVD. #322 LOS ANGELES, CA 90069-4507	GENTLE FAWN FAMILY BUSINESS DIST. 8721 SANTA MONICA BLVD. #322 LOS ANGELES, CA 90069-4507 TEL: (866) 992-9226 EMAIL: ben@evolvewithus.ca	TRADE DEBT				\$88,931.27
27 DHR INTERNATIONAL, INC. 10 SOUTH RIVERSIDE PL. SUITE 2220 CHICAGO, IL 60606	DHR INTERNATIONAL, INC. 10 SOUTH RIVERSIDE PL. SUITE 2220 CHICAGO, IL 60606 TEL: (312) 782-1581 EMAIL: jmrowca@dhrinternational.com	TRADE DEBT				\$81,436.00



Metropark USA, Inc.

Debtor

Case No. (If known)

**Form 4. LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS  
(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone 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, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
28 WANT AGENCY USA 545 W. 25TH STREET 8TH FLOOR NEW YORK,, NY 10001	WANT AGENCY USA 545 W. 25TH STREET 8TH FLOOR NEW YORK,, NY 10001 TEL: (212) 414-5814 EMAIL: chris@wantagencyinc.com	TRADE DEBT				\$80,379.00
29 WESTFIELD GARDEN STATE PLAZA FILE# 56816 LOS ANGELES, CA 90074-6816	WESTFIELD GARDEN STATE PLAZA FILE# 56816 LOS ANGELES, CA 90074-6816 EMAIL: pgenaro@us.westfield.com	RENT				\$79,838.29
30 SAN FRANCISCO EMPORIUM WESTFIELD EMPORIUM PO BOX 60000 SAN FRANCISCO, CA 94160-0548	SAN FRANCISCO EMPORIUM WESTFIELD EMPORIUM PO BOX 60000 SAN FRANCISCO, CA 94160-0548 EMAIL: sanfrancisco@westfield.com	RENT				\$79,004.58

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

----- x  
 In re : Chapter 11  
 METROPARK USA, INC., :  
 Debtor. : Case No. 11-\_\_\_\_\_ (RDD)  
 ----- x

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO  
RULE 1007-3 OF LOCAL RULE OF BANKRUPTCY PROCEDURE**

None of the Debtor's stock is publicly held. All of the Debtor's stock, consisting of 76,962,128 shares, is held by:

<u>Class</u>	<u>Shares</u>	<u>%</u>
Common	32,990,383	44.9%
Series A	10,000,000	13.61%
Series A-1	8,000,000	10.89%
Series B	13,584,649	18.49%
Series B-1	4,000,000	5.44%
Series B-2	2,075,500	2.82%
Series C	2,203,170	3.11%
Option Pool	4,108,426	5.59%
	<b>76,962,128</b>	<b>100%</b>

**Entities That Hold Either Directly or Indirectly 10% or More of the Debtor's Equity  
Interests, And The Amounts So Held**

<u>Stock Holder</u>	<u>Relationship TO Debtor</u>	<u>Number OF Shares Held</u>	<u>Percentage Ownership OF Debtor</u>
Orval Madden	Director	11,453,617	15.59%
Madden, Orval D. And Leann As Trustees For The Madden Family Trust	Affiliate Of Director	2,196,363	2.99%

Dated 3/17/98			
Bricoleur Partners, L.P.	Affiliate Of Director	6,826,707	9.29%
Bricoleur Enhanced, L.P.	Affiliate Of Director	10,140,803	13.8%
Bric 6, L.P.	Affiliate Of Director	5,333,207	7.26%
Bricoleur Offshore Ltd.	Affiliate Of Director	7,521,972	10.24%
Bric Retail L.P.	Affiliate Of Director	448,226	0.61%
Lawrence Tanenbaum	Equity Holder	8,743,637	11.9%

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT**

I, the undersigned authorized officer of Metropark USA, Inc., named as the debtor in this case, declare under penalty of perjury that I have reviewed the Corporate Ownership Statement of Metropark USA, Inc., submitted herewith and that it is true and correct to the best of my information and belief.

Dated: May 2, 2011

/s/ Cynthia Harriss \_\_\_\_\_  
By: Cynthia Harriss  
Title: CEO

**WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
METROPARK (USA), INC.**

The undersigned, being all of the directors of Metropark (USA), Inc., a Delaware corporation (the "Company"), having held a telephonic meeting on April 27, 2011 (the "Meeting"), hereby ratify and consent to the following resolutions adopted at the Meeting:

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

NOW, THEREFORE, BE IT

RESOLVED, that each of the Chief Executive Officer, Vice President, Finance and Distribution, any other officer or person designated and so authorized to act (each, an "Authorized Officer") on behalf of the Company be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time or in such other jurisdiction as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that the law firm of Cooley LLP be, and hereby is, employed as attorneys for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of CRG Partners Group, LLC be, and hereby is, employed as financial advisors for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that Omni Management Group, LLC be, and hereby is, employed as claims and noticing agents for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any Authorized Officer and such other officers of the Company as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the chapter 11 case; and it is further

RESOLVED, that in connection with the chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to cause the Company to use the cash collateral ("Cash Collateral") of its senior secured lender, Wells Fargo Retail Finance, LLC ("Wells Fargo"), pursuant to the consensual terms contemplated by motion and order submitted for consideration by the Bankruptcy Court with such changes therein and additions thereto as such officer or officers causing the same may consider necessary, appropriate, desirable or advisable, such determination to be conclusively evidenced by such making of such changes; and it is further

RESOLVED, that in connection with the chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to cause the Company to take such actions and execute such documents as are necessary to effectuate a sale of substantially all of the assets of the Company, in a manner determined by the Authorized Officer to represent the best interests of the Company and its creditors; and it is further

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

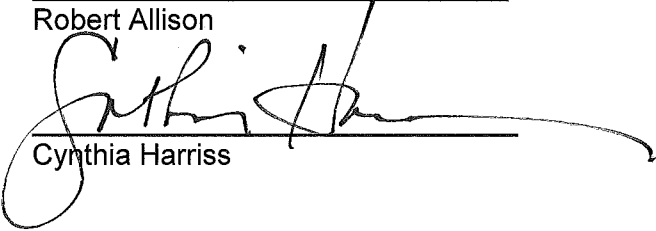
RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

4/29 IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of  
\_\_\_\_\_, 2011.

\_\_\_\_\_  
Orv Madden

\_\_\_\_\_  
Jon Bortz

\_\_\_\_\_  
Robert Allison

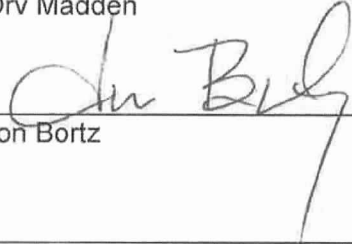
  
\_\_\_\_\_  
Cynthia Harriss

**Recused from Resolutions:**

\_\_\_\_\_  
Bob Poole

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of April 29, 2011.

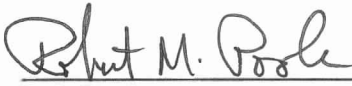
\_\_\_\_\_  
Orv Madden

  
\_\_\_\_\_  
Jon Bortz

\_\_\_\_\_  
Robert Allison

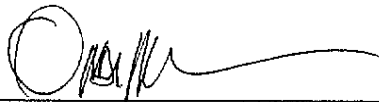
\_\_\_\_\_  
Cynthia Harriss

**Recused from Resolutions:**

  
\_\_\_\_\_  
Bob Poole

TO: CATHY HERSHCOFF

4/29 IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of \_\_\_\_\_, 2011.



\_\_\_\_\_  
Orv Madden

\_\_\_\_\_  
Jon Bortz

\_\_\_\_\_  
Robert Allison

\_\_\_\_\_  
Cynthia Harriss

**Recused from Resolutions:**

\_\_\_\_\_  
Bob Poole

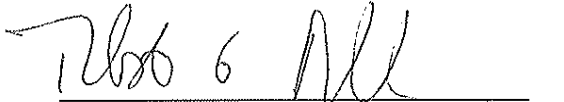
212-419-6275



IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of April 30<sup>th</sup>, 2011.

\_\_\_\_\_  
Orv Madden

\_\_\_\_\_  
Jon Bortz

  
\_\_\_\_\_  
Robert Allison

\_\_\_\_\_  
Cynthia Harriss

**Recused from Resolutions:**

\_\_\_\_\_  
Bob Poole