

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:

THE GYMBOREE CORPORATION, *et al.*¹

Debtors.

Case No. 17-32986-KLP

Chapter 11

Jointly Administered

**JOINDER OF WASHINGTON PRIME GROUP INC. TO THE OBJECTION OF
VARIOUS LANDLORDS TO DEBTORS' MOTION FOR ENTRY OF AN ORDER (I)
APPROVING THE ADEQUACY OF THE DISCLOSURE STATEMENT, (II)
APPROVING THE SOLICITATION AND NOTICE PROCEDURES WITH RESPECT
TO CONFIRMATION OF THE DEBTORS' PROPOSED JOINT PLAN OF
REORGANIZATION, (III) APPROVING THE FORMS OF BALLOTS AND NOTICES
IN CONNECTION THEREWITH, (IV) APPROVING THE RIGHTS OFFERING
PROCEDURES, (V) SCHEDULING CERTAIN DATES WITH RESPECT THERETO,
AND (VI) GRANTING RELATED RELIEF**

Washington Prime Group Inc. ("WPG"), as managing agent for the owner of the properties identified herein (the "WPG Landlords"), by its undersigned counsel, hereby joins (this "Joinder") in the objection (Docket No. 405) (the "Objection") filed by various landlords to *Debtors' Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Debtors' service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

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CHRISTIAN & BARTON, LLP
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3300 Great American Tower
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Counsel for Washington Prime Group Inc.

Counsel for Washington Prime Group Inc.

Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Approving the Rights Offerings Procedures, (V) Scheduling Certain Dates with Respect Thereto, and (VI) Granting Related Relief (Docket No. 144) (the "Motion") and the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of the Gymboree Corporation and its Debtor Affiliates* (Docket No. 141) (the "Disclosure Statement"). In support of this Joinder, WPG respectfully states:

BACKGROUND

1. On June 11, 2017 (the "Petition Date"), the above-captioned debtors (the "Debtors") filed voluntary petitions (the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

2. Upon information and belief, the Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors and the WPG Landlords are parties to certain unexpired leases (the "Leases") of nonresidential real property (the "Leased Premises") identified on the attached **Exhibit A.**²

4. Specifically, as of the Petition Date, the Debtors leased retail space at forty-eight (48) locations.

5. All of the Leased Premises are located in "shopping centers" as that term is used in section 365(b)(3) of the Bankruptcy Code. *See, e.g., In re Joshua Slocum Ltd.*, 922 F.2d 1081, 1086-87 (3rd Cir. 1990).

² The Leases and related documentation are voluminous, and therefore, have not been attached to this Joinder. WPG

6. On June 16, 2017, the Debtors filed the Motion, the Disclosure Statement, and the *Joint Chapter 11 Plan of Reorganization of the Gymboree Corporation and its Debtor Affiliates* (Docket No. 140) (the “Plan”)

7. Through the Motion, the Debtors are seeking, *inter alia*, approval of (i) the Disclosure Statement; (ii) certain dates related to confirmation of the Plan; and (iii) solicitation procedures for the Plan.

8. On July 17, 2017, certain landlords filed the Objection to the Motion and the Disclosure Statement.

JOINDER AND RESERVATION OF RIGHTS

9. WPG hereby joins in, and incorporates by reference, the Objection, solely with respect to the arguments regarding the Debtors’ proposed cure claim procedures, and adopts the arguments as its own. WPG submits that the Disclosure Statement should be amended to address the concerns raised in the Objection.

10. WPG reserves any and all rights to supplement and/or amend this Joinder and expressly reserve the right to raise any additional objections with respect to Disclosure Statement and the Plan.

JOINDER IN OTHER LANDLORD OBJECTIONS

11. WPG hereby joins in the objections filed by Debtors’ other landlords to the Motion and Disclosure Statement to the extent that such objections are not inconsistent with the provisions hereof.

WHEREFORE, for the reasons set forth in the Objection, as adopted in this Joinder, WPG respectfully requests that this Court enter an order: (a) sustaining this Joinder; (b) denying the

will provide a copy of the Leases and related documentation to this Court and parties in interest upon request.

Motion; and (c) granting WPG such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: July 17, 2017
Richmond, Virginia

Respectfully submitted,

By: /s/ Augustus C. Epps, Jr.
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Christian & Barton, LLP
909 East Main Street, Suite 1200
Richmond, Virginia 23219
Telephone: (804) 697-4100
Facsimile: (804) 697-6112
Email: aepps@cblaw.com

-and-

Ronald E. Gold, Esquire (admitted *pro hac vice*)
FROST BROWN TODD LLC
3300 Great American Tower
301 East Fourth Street
Cincinnati, Ohio 45202
Telephone: (513) 651-6800
Facsimile: (513) 651-6981
Email: rgold@fbtlaw.com

**COUNSEL FOR WASHINGTON PRIME
GROUP INC.**

CERTIFICATE OF SERVICE

I hereby certify that on the 17th day of July, 2017, I caused a copy of the foregoing pleading to be served by regular U.S. mail or email on the Core Parties and 2002 List Parties as shown on **Exhibit B**, and all parties receiving notices in this case through the ECF system.

/s/ Augustus C. Epps, Jr.

Augustus C. Epps, Jr.

Exhibit A

(Leased Premises)

Leased Premises
Gymboree
Boynton Beach Mall
Charlottesville Fashion Square
Clay Terrace
Dayton Mall
Great Lakes Mall
Mall at Johnson City
Mesa Mall
Northwoods Mall
Outlet Collection - Seattle
Pearlridge Center 1 Uptown
Polaris Fashion Place
Rushmore Mall
Seminole Towne Center
Southern Park Mall
Sunland Park Mall
The Arboretum
Town Center Plaza
West Ridge Mall
Westminster Mall
Westshore Plaza
Janie & Jack
Polaris Fashion Place
The Arboretum
Town Center Plaza
Crazy 8
Ashland Town Center
Bowie Town Center
Brunswick Square Mall
Charlottesville Fashion Square
Clay Terrace
Cottonwood Mall
Dayton Mall
Grand Central Mall
Lima Mall
Lincolnwood Town Center
Longview Mall

Mall at Fairfield Commons
Mall at Johnson City
Maplewood Mall
Melbourne Square
Mesa Mall
Northwoods Mall
Oak Court Mall
Polaris Fashion Place
Rushmore Mall
Southern Park Mall
Town Center at Aurora
Town Center Plaza
Waterford Lakes Town Center
Westminster Mall

Exhibit B

In re: The Gymboree Corporation, et al.
 Core/2002 Service List
 Case No. 17-32986 (KLP)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
Counsel to the ad hoc group of senior unsecured noteholders	Akin Gump Strauss Hauer & Feld LLP	Attn: Daniel H. Golden and Jason P. Rubin	One Bryant Park	Bank of America Tower	New York	NY	10036-6745		212-872-8010	212-872-1002	dgolden@akingump.com jrubin@akingump.com
Counsel to the ad hoc group of senior unsecured noteholders	Akin Gump Strauss Hauer & Feld LLP	Attn: James Sevin	Robert S. Strauss Building	1333 New Hampshire Avenue, N.W.	Washington	DC	20036-1564		202-887-4417	202-887-4288	jsavin@akingump.com
Counsel to Landlord Creditors The Macerich Company, Starwood Retail Partners LLC, ARC SWIWIGP4001, LLC CenterCal Properties LLC, Centennial Real Estate Company, Deutsche Asset & Wealth Management, Foursquare Properties, Inc., GEM Realty, PGIM Real Estate, Southgate Mail Associates LLP, The Forbes Company, and YTC Mall Owner, LLC	Bailard Spahr LLP	Attn: Dustin P. Branch	2029 Century Park East, Suite 800	61 Ho Yuen Road, Kwun Tong	Los Angeles	CA	90067-2909	Hong Kong	424-204-4400	424-204-4350	branchd@bailardspahr.com CARMENCHAU@LFSOURCING.COM ksimard@choate.com jfenn@choate.com jmarsh@choate.com NARAYANVENKATESH-DKMIT@COGNIZANT.COM
Top 50 Creditor	Capital Shoes Factory	Attn: Carmen Chau	Room 2704, 27/Floor, Aikfen Vanson Centre		Kowloon				852-2806-7980	852-3929-1329	
Counsel to Pathlight Capital, LLC, the administrative agent under the Debtors' ABL Revolver	Choate, Hall & Stewart LLP	Attn: Kevin J. Sirmard, Jonathan D. Marshall & Jennifer C. Fern	Two International Place		Boston	MA	02110		617-248-5000	617-248-4000	
Top 50 Creditor	Cognizant Technology Solutions	Attn: Narayani Venkatesh-Dixit	211 Quality Circle		College Station	TX	77845		925-523-8292	979-691-7750	
Top 50 Creditor	Concept Knitting Limited	Attn: Carmen Chau	Tilargati, Sataish Bazar	Tongi	Gazipur			Bangladesh	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to the Texas Comptroller of Public Accounts and Texas Workforce Commission	Comptroller of Public Accounts and Texas Workforce Commission	Attn: John Mark Stern, Assistant Attorney General	Bankruptcy & Collections Division MC 008	PO Box 12548	Austin	TX	78711-2548		512-475-4868	512-936-1409	john.stern@cap.texas.gov
Top 50 Creditor	Deutsche Bank Trust Company Americas Trust and Securities Services	Attn: Corporate Team / Graife Acquisition Corporation	60 Wall Street, 27th Floor	MS: NYC60-2710	New York	NY	10005		866-243-9656	732-578-4635	DB@AMSTOCK.COM
Indenture Trustee for the Debtors' Senior Unsecured Notes	Deutsche Bank Trust Company Americas Trust and Securities Services	Attn: Rodney Gaughan	100 Plaza One, 6th Floor	MS: JCY03-0699	Jersey City	NJ	07311				
Top 50 Creditor	Eastman Exports Global Clothing (P) Ltd	Attn: Carmen Chau	5/591, Sri Lakshmi Nagar	Pudur	Tirupur	Tamilnadu		India	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Environmental Protection Agency	Environmental Protection Agency	Attn: Ronald E. Gold, Esp. & A.J. Webb, Esp.	1650 Arch Street	301 East Fourth Street	Philadelphia	PA	19103-2029		215-814-5000	215-814-5103	rgold@epa.gov awebb@fbllaw.com
Counsel to Washington Prime Group Inc.	Frost Brown Todd LLC	Attn: Carmen Chau	3300 Great American Tower	Street	Cincinnati	OH	45202		513-651-6800	513-651-6981	
Top 50 Creditor	Fulki Enterprise Co. Ltd.	Attn: Carmen Chau	JF., No.671-571, Sec.1	Yuanji Rd, Shetou	Changhua County			Taiwan	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	General Lion Footwear (Internationa)l Ltd	Attn: Carmen Chau	Unit 405, 4TH Floor, Vick Tai Ind Bldg	650-652 Castle Peak Rd, Lai Chi Kok	Kowloon			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to GGP Limited Partnership, as Direct and Indirect Owner and/or Managing Agent as Landlord	GGP Limited Partnership, as Agent	Attn: Kristen N. Pate	110 N. Wacker Drive		Chicago	IL	60606		312-560-2940	312-442-6374	krpate@ggp.com
Top 50 Creditor	Glider Co. Ltd.	Attn: Carmen Chau	4F, 222, Sec.2	Jin-Shan S. Road	Taipei			Taiwan	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Glory Industries Ltd	Attn: Carmen Chau	7/A, Sholsahar Light Industrial Area (Yeouido-Dong, 5F), 29, Eunhaeng-Ro	Baizid Bostami Road	Chittagong			Bangladesh	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Hansae Co., Ltd.	Attn: Carmen Chau	Hansoll Textile Bldg.	268 Songpa-Daero, Songpa-Gu	Seoul			Korea	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Hansoll Textile Ltd.	Attn: Carmen Chau			Seoul			Korea	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to Bank of America, N.A. the administrative agent under the Debtors' ABL Term Loan	Hunton & Williams LLP	Attn: Tyler P. Brown & Justin F. Paget	Riverfront Plaza, East Tower	951 Byrd Street	Richmond	VA	23219		804-788-8200	804-788-8218	tpbrown@hunton.com jpaget@hunton.com
IRS Insolvency Section Internal Revenue Service	Internal Revenue Service	Attn: Centralized Insolvency Operation	P.O. Box 7346	400 N. 8th Street	Philadelphia	PA	19101-7346		800-975-0424	855-235-6787	
		Attn: Suzanne Walker	Box 76		Richmond	VA	23219		804-916-8065	855-652-9056	Suzanne.Walker@irs.gov

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
Top 50 Creditor	J.K. Knit Composite Ltd	Attn: Carmen Chau	Holding No. 10/1	Shop No. South Doriapur, Pitchampalayam	Savar	Dhaka		Bangladesh	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Jubileetex	Attn: Carmen Chau	4/316, Kumarasamy Nagar	Pudur (PO), Tirupur	Tamil	Nadu		India	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Kany Footwear Corp.	Attn: Carmen Chau	No 9 Hajiling Road, Xibin	2F Jung Woo B/D, 39-8 Saum Sung-Dong	Jinjiang Fujian		362200	China	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	KG Fashion Co., Ltd.	Attn: Carmen Chau		Gang Nam-Gu	Seoul			Korea	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to Debtor	Kirkland & Ellis LLP	Attn: James H.M. Sprayregen, Anup Sathy, & Steven N. Serajeddini	300 North LaSalle		Chicago	IL	60654		312-862-2000		James.sprayregen@kirkland.com anup.sathy@kirkland.com
Counsel to Debtor	Kirkland & Ellis LLP	Attn: Joshua A. Sussberg & Matthew C. Fagen	601 Lexington Avenue		New York	NY	10022		212-446-4800	212-446-4900	joshua.sussberg@kirkland.com matthew.fagen@kirkland.com
Counsel to LF Centennial Pre Ltd.	Kramer Levin Natifalis & Frankel LLP	Attn: Robert T. Schmidt, Andrew M. Dove	1177 Avenue of the Americas		New York	NY	10036		212-715-9100	212-715-8000	rschmidt@kramerlevin.com adove@kramerlevin.com
Counsel to PRETT Services, LLC, as agent for Cherry Hill Center, LLC, PR Springfield/Delco Limited Partnership, PR Plymouth Meeting Limited Partnership, PR Exton Square Property, LP, PR Springfield Town Center, PR Valley View, PR Patrick Henry PR Capital City, Susquehanna Valley Mall Associates, PR Logan Valley Limited Partnership, PR Wyoming Valley Limited Partnership, PR Magnolia LLC and Morrestown Mall, LLC	Kurtzman Steady, LLC	Attn: Jeffrey Kurtzman, Esquire	401 S. 2nd Street, Suite 200		Philadelphia	PA	19147		215-839-1222		kurtzman@kurtzmansteady.com Michael.Condyles@kutakRock.com Peter.Barrett@kutakRock.com Jeremy.Williams@kutakRock.com
Co-Counsel to Debtor	Kutak Rock LLP	Attn: Michael A. Condyles, Peter J. Barrett, & Jeremy S. Williams	901 East Byrd Street	Suite 1000	Richmond	VA	23219-4071		804-644-1700	804-783-6192	
Counsel to Westfield, LLC and Certain of its Affiliates	LeClairRyan, A Professional Corporation	Attn: Christopher L. Perkins	919 East Main Street, 24th Floor		Richmond	VA	23219		804-783-7550	804-783-7686	christopher.perkins@leclairryan.com
Counsel to Westfield, LLC and Certain of its Affiliates	LeClairRyan, A Professional Corporation	Attn: Nicolas A. Ferland, Esq., Ilan Markus, Esq.	545 Long Wharf Drive, 9th Floor		New Haven	CT	06511		203-672-3211	203-672-3232	nicolas.ferland@leclairryan.com ilan.markus@leclairryan.com
Top 50 Creditor	Li & Fung	Attn: Carmen Chau	7/F Hk Spinners Industrial Building, Phases I & II	800 Cheung Sha Wan Road	Kowloon			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Lim Line Apparel Co. Ltd.	Attn: Carmen Chau	844/60 Soi Watchammal, New Road	Bangkok, Bangkokholee m	Bangkok			Thailand	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to Kaufman County, Tarrant County, City of Frisco, Smith County, Dallas County, Allen ISD & Lewisville ISD	Linebarger Goggan Blair & Sampson, LLP	Attn: Elizabeth Weller	2777 N. Stemmons Freeway, Suite 1000		Dallas	TX	75207		214-880-0089	469-221-5003	dallas.bankruptcy@publicans.com
Counsel to Cypress-Fairbanks ISD, Fort Bend County, Galveston County, Harris County, and Montgomery County	Linebarger Goggan Blair & Sampson, LLP	Attn: John P. Dillman	PO Box 3064		Houston	TX	77253-3064		713-844-3400	713-844-3503	houston_bankruptcy@publicans.com
Top 50 Creditor	Linebarger Goggan Blair & Sampson, LLP	Attn: Carmen Chau	Tejpirbari, Sreepur		Gazipur			Bangladesh	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to Credit Suisse AG, Cayman Islands Branch, the administrative agent under the Debtors' Senior Secured Term Loan	McGuireWoods LLP	Attn: Dion W. Hayes, Esq., Sarah B. Boehm, Esq., & K. Elizabeth Sieg, Esq.	Gateway Plaza	800 E. Canal Street	Richmond	VA	23219		804-775-1000	804-695-2255	dhayes@mcguirewoods.com sboehm@mcguirewoods.com bsieg@mcguirewoods.com
Counsel to Credit Suisse AG, Cayman Islands Branch, the administrative agent under the Debtors' Senior Secured Term Loan	Milbank, Tweed, Hadley & McCloy LLP	Attn: Dennis F. Dunne, Esq., Evan R. Fleck, Esq., & Michael W. Price, Esq.	28 Liberty Street		New York	NY	10005-1413		212-530-5000	212-822-5567	ddunne@milbank.com efleck@milbank.com mprice@milbank.com
Counsel to Bank of America, NA, the administrative agent under the Debtors' ABL Term Loan	Morgan, Lewis & Bockius LLP	Attn: Julia Frost-Davis, Robert A.J. Barry, & Amelia C. Joiner	One Federal St. Unit		Boston	MA	02110		617-951-8000	617-341-7701	julia.frost-davis@morganlewis.com robert.barry@morganlewis.com amelia.joiner@morganlewis.com
Top 50 Creditor	Nam Po Footwear Ltd.	Attn: Carmen Chau	No.1501.15/F Prosperity Center	25 Chong Yip Street, Kwun Tong	Kowloon			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Namvyang International Co., Ltd	Attn: Carmen Chau	Rim# 2601, Korea World Trade Center	159-1, Samsung-Dong, Kangnam-Gu	Seoul			Korea	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM

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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
Attorney General Top 50 Creditor	National Association of Attorneys General Next Collections Ltd Office of the Attorney General	Attn: Karen Cordry Attn: Carmen Chau	2030 M St., N.W. 1323-1325 Beron	8th Floor, Ashulia, Savar	Washington Dhaka	DC	20036	Bangladesh	202-331-1427 852-2806-7980	202-331-1427 852-3929-1329	kcordry@naag.org CARMENCHAU@FSOURCING.COM
Office of the Attorney General of Virginia	Office of the United States Attorney for the Eastern District of Virginia	Attn: Kenneth T. Cucinelli II	900 E. Main St.		Richmond	VA	23219		804-786-2071	804-786-1991	
United States Trustee Eastern District of Virginia	Trustee	Attn: Hugh M. Bernstein Attn: Robert Van Arsdale & Judy A. Robbins	600 East Main Street 101 West Lombard Street 701 E. Broad St., Ste 4304	Suite 1800	Richmond	VA	23219-2447		804-819-5400		usavae.usatbys@usdoj.gov
Top 50 Creditor	Oracle America, Inc.	Attn: Phyllis Savage	Attn: Lease Administration	1001 Sunset Blvd	Rocklin	CA	95765		410-962-7771		Hugh.M.Bernstein@usdoj.gov Robert.B.Van.Arsdale@usdoj.gov Judy.Robbins@usdoj.gov
Top 50 Creditor	Pan Pacific Co Ltd.	Attn: Carmen Chau	12, Digital-Ro 31-Gil Cs 576, Banarcharia (Bagher Bazar)	Guro-Gu Babanipur, Gazipur	Seoul	Korea			804-771-2310	804-771-2330	PHYLLIS.SAVAGE@ORACLE.COM CARMENCHAU@FSOURCING.COM
Top 50 Creditor	Panwin Designs Limited	Attn: Carmen Chau		Chung Shing Rd., Chung Ho Dist.	Gazipur	Bangladesh			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	Pao Yuan Garments Corp.	Attn: Carmen Chau	No. 3, Lane 616, Sec. 2nd Unit 801-3, 8/F, 9 Wing Kong Street	Chung Shing Rd., Chung Ho Dist.	New Taipei City	Taiwan			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	Pearl Global (HK) Limited Pension Benefit Guaranty Corporation	Attn: Carmen Chau	Office of the Chief Counsel Attn: Elizabeth Banda Calvo, Dustin L. Banks	Cheung Sha Wan	Kowloon	Hong Kong			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Pension Benefit Guaranty Corporation	Perdue, Brandon, Fielder, Collins & Mott, L.L.P.	Attn: Elizabeth Banda Calvo, Dustin L. Banks	1919 S. Shiloh Rd. 500 East Border Street, Suite 640		Garland	TX	75042		972-278-8282	817-860-6509	dbanks@pbfc.com
Counsel to City of Garland, Garland ISD Counsel to Arlington ISD, Crowley ISD, City of Grapevine, Grapevine-Colleyville ISD, City of Highland Village	PT. Bina Busana Internusa PT. Hot Enterprise Co., Ltd., PT. Uni Kyung Seung International	Attn: Carmen Chau	4 Fl., No.12, Lane 181, Sec. 2, Jl. Sumatra Blok D 17 Bi (KBN) Cakung	Suite 310	Washington	DC	20005-4026		202-326-4113		
Top 50 Creditor	PT. Bina Busana Internusa	Attn: Carmen Chau	Jl Zong Road, Nei Hu District		Arlington	TX	76010		817-461-3344	817-860-6509	ecobb@pbfc.com
Top 50 Creditor	PT. Dan Liris PT. Mondrian, Ji Kh Hasyim Ashari	Attn: Carmen Chau	Kelurahan Banjaran, Kecamatan Grogol		Taipei City	Taiwan			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Bina Busana Internusa	Attn: Carmen Chau	Jl Inspeksi Cakung Drain Kno2		Jakarta	Indonesia			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Dan Liris PT. Mondrian, Ji Kh Hasyim Ashari	Attn: Carmen Chau	Kelurahan Banjaran, Kecamatan Grogol		Jakarta	Indonesia			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Bina Busana Internusa	Attn: Carmen Chau	Jl Inspeksi Cakung Drain Kno2		Dki Jakarta	Indonesia			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Dan Liris PT. Mondrian, Ji Kh Hasyim Ashari	Attn: Carmen Chau	Kelurahan Banjaran, Kecamatan Grogol		Central Java	Indonesia			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Bina Busana Internusa	Attn: Carmen Chau	Jl Inspeksi Cakung Drain Kno2		Central Java	Indonesia			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Dan Liris PT. Mondrian, Ji Kh Hasyim Ashari	Attn: Carmen Chau	Kelurahan Banjaran, Kecamatan Grogol		Kowloonhong	Hong Kong			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	PT. Bina Busana Internusa	Attn: Carmen Chau	Jl Inspeksi Cakung Drain Kno2		Tirupur	India			852-2806-7980	202-622-6464	CARMENCHAU@FSOURCING.COM
US Secretary of Treasury Securities and Exchange Commission Headquarters Securities and Exchange Commission Philadelphia Division	Secretary of Treasury Securities and Exchange Commission	Attn: General Counsel Attn: Sharon Binger Regional Director	No 171 By Pass Klalten Flat C9, Blik C.3/F., Hong Kong Ind Ctr 31,Puliyamara Thottam 1500 Pennsylvania Ave, N.W.	489-491 Castle Peak Road	Washington	DC	20220		202-622-2000	202-622-6415	secbankruptcy@sec.gov
Top 50 Creditor	Shinwon Corporation	Attn: Carmen Chau	100 F. St., N.E. One Penn Center 2F Seyang B/D, 424-6 Dogok- Dong	1617 FK Blvd, Ste. 520	Washington	DC	20549		202-551-6061	202-772-9180	phiadelphia@sec.gov
Top 50 Creditor	Shinwon Corporation	Attn: Carmen Chau	10F Block A	Gangnam-Gu	Philadelphia	PA	19103		215-597-3100		CARMENCHAU@FSOURCING.COM
Top 50 Creditor	Shinwon Corporation	Attn: Carmen Chau	Shinwon Bldg 225 West Washington Street	688 Dailian Road 328 Dongmak-Ro, Mapo-Gu	Seoul	China			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
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Top 50 Creditor	Springfield Garment Co. Ltd State of WV Department of Environmental Protection	Attn: Carmen Chau	601 57th Street S.E.		Bangkok	Thailand			852-2806-7980	852-3929-1329	CARMENCHAU@FSOURCING.COM
Top 50 Creditor	Springfield Garment Co. Ltd State of WV Department of Environmental Protection	Attn: Melinda S. Cambell Chief			Charleston	WV	25304		304-926-0480		

In re: The Gymboree Corporation, et al.
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
Top 50 Creditor	Suntex Garments Limited	Attn: Carmen Chau	45/F, Hualai International Building	No.67, Zhujiang Road	Nanjing Jiangsu			China	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	TA Trading Co., Ltd	Attn: Carmen Chau	194, Dongli-Ro	Gwangjin-Gu	Seoul			Korea	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Counsel to The Marion Plaza, Inc. dba Eastwood Mall, Governor's Square Company dba Governor's Square, Huntington Mall Company dba Huntington Mall, Kentucky Oaks Mall Company dba Kentucky Oaks Mall, Meadowbrook Mall Company dba Meadowbrook Mall, Cafaro-Peachcreek Joint Venture Partnership dba Milcreek Mall, Sandusky Mall Company dba Sandusky Mall, The Cafaro Northwest Partnership dba South Hill Mall, Spotsylvania Mall Company dba Spotsylvania Towne Centre	The Cafaro Company	Attn: Richard T. Davis	5577 Youngstown-Warren Rd.		Niles	OH	44445		330-747-6661	330-743-2902	rdavis@cafarocompany.com
Top 50 Creditor	Tip Top Fashions Ltd	Attn: Carmen Chau	Block-E	Section-11, Mirpur Wu Tong Industrial Zone	Dhaka			Bangladesh	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Tongxiang Colax Industrial	Attn: Carmen Chau	No.3033, East Huan Cheng Road		Tongxiang	Zhe Jiang		China	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Tookoo Trading Corp Ltd. (Gmll)	Attn: Carmen Chau	Unit 1305, 13/F, Prosperity Place 6 Shing Yip Street		Kowloon			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Top Rise Garment Factory (O/B Top Rise Industrial Co., Ltd.)	Attn: Carmen Chau	Flat A & B, 8/F., Lucky Factory Building	63-65 Hung To Road, Kwun Tong	Kowloon			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Troutman Sanders LLP	Attn: Brett. Goodman	875 Third Avenue		New York	NY	10022		212-704-6170	212-704-5966	brett.goodman@troutmansanders.com
Top 50 Creditor	Troutman Sanders LLP	Attn: Jonathan L. Hauser	222 Central Park Ave., Suite 2000		Virginia Beach	VA	23462		757-687-7768	757-687-1505	jonathan.hauser@troutmansanders.com
Top 50 Creditor	Vijay Garments Limited	Attn: Carmen Chau	Plot No D-3(2), Mepp-Sez	Tambaram, Chennai	Tamil Nadu			India	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Virginia Department of Taxation	Virginia Department of Taxation	Attn: Office of Customer Services	P.O. Box 1115		Richmond	VA	23218-1115				matt.barr@well.com
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Counsel to Pahligh Capital, LLC, the administrative agent under the Debtors' ABL Revolver	Whiteford Taylor Preston, LLP	Attn: Christopher A. Jones	3190 Fairview Park Drive, Suite 800		Falls Church	VA	22042-4510		703-280-9263	703-280-8942	cjones@wtpblaw.com
Top 50 Creditor	Wingco Garment Factory	Attn: Carmen Chau	Unit 23-28A 11/F., Profit Industrial Building	1-15 Kwai Fung Crescent	New Territories			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
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Top 50 Creditor	Worldmax Garment Limited	Attn: Carmen Chau	7/F., Trust Center	912-914 Cheung Sha Wan Road	Kowloon			Hong Kong	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Xiamen Wellleast Co., Ltd	Attn: Carmen Chau	29F, Luxin Plaza	No.90 Hubin South Road, Xiamen	Fujian			China	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Yumark Enterprises Corp.	Attn: Carmen Chau	14 Fl. 67, Sec 2	Tun Hua S.Rd.	Taipei	TW		Taiwan	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM
Top 50 Creditor	Zhanglagang Dongdu Textile	Attn: Carmen Chau	No. 638 Jingang Dadao		Zhanglagang	Jiangsu		China	852-2806-7980	852-3929-1329	CARMENCHAU@LFSOURCING.COM

Addendum to Exhibit A

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