

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
HOMELIFE PCE,) Case No. 01-2412 (JWV)
) (Jointly Administered)
Post Confirmation Estate.)
) **Hearing Date: May 6, 2003 at 10:30 a.m.**
) **Responses Due: April 22, 2003 at 4:00 p.m.**

DECLARATION OF PATRICK REGAN
IN SUPPORT OF HOMELIFE PCE'S
TENTH OMNIBUS OBJECTION (SUBSTANTIVE) TO CLAIMS

Patrick Regan hereby declares:

1. I am the Plan Administrator of the Homelife PCE (the "Estate")¹. I am authorized to make this Declaration in support of the Estate's Tenth Omnibus Objection to Claims (Substantive) (the "Tenth Omnibus Objection").

2. I am responsible for overseeing the claims review and objection process in these cases. In that capacity, I have reviewed the Tenth Omnibus Objection, and am directly or through the Estate's personnel and attorneys, familiar with the information contained therein, and in the exhibits annexed thereto.

3. Upon information and belief, the Estate's books and records accurately reflect, among other things, the liabilities (including the amounts thereof) owed to its creditors.

4. Under my supervision, considerable resources and time have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed in these cases. These claims were carefully reviewed and analyzed by appropriate personnel, and in

¹ Capitalized terms not defined herein are as defined in the Tenth Omnibus Objection.

some cases, the Estate's professional advisors, resulting in the identification of objectionable claims which are the subject of the Tenth Omnibus Objection.

THE BLANK CLAIMS

5. To the best of my knowledge and belief, after thoroughly reviewing the Estate's books and records and the applicable proofs of claim listed on Exhibit A to the Tenth Omnibus Objection and designated as "Blank Claims", I have determined that these claims listed on Exhibit A are claims filed by creditors who received a specific proof of claim form from Bankruptcy Management Corporation, pre-printed with the amount (the "Scheduled Amount") that HomeLife had scheduled for each creditor. This Proof of Claim form required that each creditor complete the remainder of the claim form, including that portion wherein the creditor was to indicate the amount that he or she claimed against the Estate. These creditors merely signed and returned the Proof of Claim without providing any additional information (the "Blank Claim"). The Estate believes that in this case, the creditors who filed the Blank Claims, did so to indicate their agreement with the Scheduled Amount.

THE INSUFFICIENT DOCUMENTATION CLAIMS

6. To the best of my knowledge and belief, after thoroughly reviewing the Estate's books and records and the applicable proofs of claim listed on Exhibit B to the Tenth Omnibus Objection, I have determined that the claims listed on Exhibit B are not properly supported by the necessary documentation pursuant to Section 502(b)(1) of the Bankruptcy Code. Therefore, the Estate seeks disallowance and expungement of the claims listed on Exhibit B.

THE LATE FILED CLAIM

7. To the best of my knowledge and belief, after thoroughly reviewing the Estate's books and records and the applicable proof of claim listed on Exhibit C to the Tenth Omnibus Objection, I have determined that the Claim listed on Exhibit C where the "Basis for Objection"

is designated as “Late Filed” is a claim that was not filed before the Bar Date of January 28, 2002, despite timely receipt of the Bar Date notice. The Estate requests that the Late Filed Claim listed on Exhibit C be disallowed and expunged for all purposes.

THE NO LIABILITY CLAIMS

8. To the best of my knowledge and belief, after thoroughly reviewing the Estate’s books and records and the applicable proofs of claim listed on Exhibit D to the Tenth Omnibus Objection, I have determined that the claims listed on Exhibit D are not enforceable against the Estate or its property pursuant to § 502(b)(1) of the Bankruptcy Code. Therefore, the Estate seeks disallowance and expungement of the claims listed on Exhibit D.

THE RECLASSIFY CLAIMS

9. To the best of my knowledge and belief, after thoroughly reviewing the Estate’s books and records and the applicable proofs of claim listed on Exhibit E to the Tenth Omnibus Objection, I have determined that the claims listed on Exhibit E improperly assert administrative or priority or secured status pursuant to §§ 502(b)(1), 506(a) and 507 of the Bankruptcy Code. Therefore, the Estate seeks to reclassify the claims listed on Exhibit E.

THE RECLASSIFY, REDUCE AND ALLOW CLAIMS

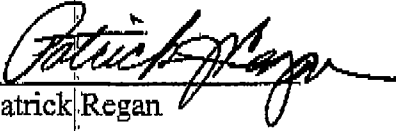
10. To the best of my knowledge and belief, after thoroughly reviewing the Estate’s books and records and the applicable proofs of claim listed on Exhibit F to the Tenth Omnibus Objection, I have determined that the claims listed on Exhibit F where the “Basis for Objection” is designated as “Reclassify, Reduce and Allow” improperly assert administrative or secured or priority status, and are filed for amounts in excess of the amounts reflected on the Estate’s books and records. The reason for the proposed modification is listed on Exhibit F, along with the proposed amount and claim class, and the Estate seeks to reclassify, reduce and allow such claims in accord with Exhibit F.

THE REDUCE AND ALLOW CLAIMS

11. To the best of my knowledge and belief, after thoroughly reviewing the Estate's books and records and the applicable proofs of claim listed on Exhibit G to the Tenth Omnibus Objection, I have determined that the claims listed on Exhibit G where the "Basis for Objection" is designated as "Reduce and Allow" assert an amount that is overstated according to the Estate's books and records. The reason for the proposed modification is listed on Exhibit G along with the proposed allowable amount.

(Remainder of this page intentionally left blank)

Dated: _____, 2003


Patrick Regan