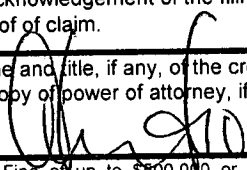



<b>UNITED STATES BANKRUPTCY COURT Delaware</b>		<b>PROOF OF CLAIM</b>	
Name of Debtor <b>REGEN BIOLOGICS, INC.</b>		Case Number <b>1111083 PJW</b>	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment on an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>FRANCHISE TAX BOARD</b>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent <b>BANKRUPTCY SECTION MS A340 FRANCHISE TAX BOARD PO Box 2952 Sacramento CA 95812-2952 Telephone number: (916) 845-4750</b>		THIS SPACE IS FOR COURT USE ONLY	
Account or other number by which creditor identifies debtor: <b>1992548000</b>		CHECK HERE <input type="checkbox"/> replaces a previously filed claim, dated: IF THIS CLAIM <input type="checkbox"/> amends	
<b>1. Basis for Claim</b> <input type="checkbox"/> Goods sold <input type="checkbox"/> Service performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input checked="" type="checkbox"/> Taxes <input type="checkbox"/> Other _____		<b>RECEIVED</b>  <b>JUN 13 2011</b>  <b>BMC GROUP</b>	
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Last four digits of SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)			
<b>2. Date debt was incurred:</b> 2009 2010 2011		<b>3. If court judgment, date obtained:</b>	
<b>4. Total Amount of Claim at Time Case Filed:</b>		<b>\$88.00</b> (unsecured) <b>\$0.00</b> (secured) <b>\$3,361.35</b> (priority) <b>\$3,449.35</b> (total)	
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of Collateral: \$ _____  Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____		<b>7. Unsecured Priority Claim.</b> <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority <b>\$3,361.35</b> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,650), * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input checked="" type="checkbox"/> Taxes or penalties owed to government units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____) *Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
<b>6. Unsecured Nonpriority Claim \$88.00</b> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or part of your claim is entitled to priority.			
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. <b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. <b>10. Date-Stamped Copy:</b> To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space is For Court Use Only	
Date <b>06/09/11</b>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): /s/ <b>VIVIAN HO</b>  <b>Franchise Tax Board Claim Agent</b>		Regen Biologics  00010

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



STATE OF CALIFORNIA  
 BANKRUPTCY SECTION MS A340  
 FRANCHISE TAX BOARD  
 PO BOX 2952  
 SACRAMENTO CA 95812-2952

TELEPHONE NUMBER: (916) 845-4750

FAX NUMBER: (916) 845-9799

NOTICE DATE: 06/09/11

**BANKRUPTCY CASE NUMBER:**  
 1111083 PJW

**ACCOUNT NUMBER(S):**  
 1992548000

**PETITION DATE:**  
 04/08/2011

**TYPE OF LIABILITY:**  
 BANK AND CORPORATION

**SIDE 2 OF PROOF OF CLAIM**

BMC GROUP, INC.

444 N. NASH STREET  
 EL SEGUNDO CA 90245-2822

**DEBTOR(S):**  
 REGEN BIOLOGICS, INC.

**BASIS OF LIABILITY STATEMENT**

CLAIM	BASIS	PERIOD	TAX	PENALTY	INTEREST	COSTS	TOTAL CLAIM
B	1	12/31/2009	\$0.00	\$51.22	\$0.00	\$0.00	\$51.22
B	3	12/31/2010	\$1,600.00	\$58.56	\$4.21	\$0.00	\$1,662.77
B	3	12/31/2011	\$1,600.00	\$47.36	\$0.00	\$0.00	\$1,647.36
C	3	12/31/2010	\$0.00	\$88.00	\$0.00	\$0.00	\$88.00

**CLAIM**

- A. Secured
- B. Unsecured Priority
- C. Unsecured General
- T. To Be Determined

**BASIS**

- 1. Return filed with balance due
- 3. No return filed
- 4. Audit Assessment
- 5. Other

**TAX LIEN INFORMATION FOR SECURED CLAIM**

LIEN CERTIFICATE NUMBER	RECORDING DATE	COUNTY RECORDER OR SECRETARY OF STATE	RECORDING INFORMATION	TAX YEARS SECURED

The Franchise Tax Board Bankruptcy Section takes an active role in resolving bankruptcy issues. The section can receive delinquent tax returns and encourages correspondence and telephone calls. The section is committed to providing assistance to prevent unnecessary litigation.



STATE OF CALIFORNIA  
BANKRUPTCY SECTION MS A340  
FRANCHISE TAX BOARD  
PO BOX 2952  
SACRAMENTO CA 95812-2952  
Telephone: (916) 845-4750 Fax: (916) 845-9799

Date: 06/09/11  
Bankruptcy Case Number: **1111083 PJW**  
Debtor Name(s): **REGEN BIOLOGICS, INC.**

## **ATTACHMENT**

Franchise Tax Board (FTB) reserves the right to amend this claim/request based on any audit or investigation of any filed income tax returns or any other audit or investigation.

FTB reserves the right to amend this claim/request in accordance with applicable law, including, without limitation, modifying the amounts claimed as an administrative expense, secured, priority, and unsecured for the purposes of this bankruptcy case.

FTB reserves the right to amend this claim/request to add additional penalties and interest.

FTB's claim, to the extent it is secured, is secured by all property and rights to property whether real or personal, tangible or intangible, including all after-acquired property and rights to property, belonging to the debtor(s) and located in this state. (California Revenue & Taxation Code §19221; California Government Code § 7170.) Should the value of the collateral be determined to be less than the amount of the secured claim or should the lien be avoided in whole or in part, FTB reserves the right to amend this claim to state its unsecured non-priority claim and its unsecured priority claim.

FTB's records indicate an income tax return has not been filed for the following tax year(s):  
2010; 2011.

Accordingly, FTB reserves the right to amend this claim/request based upon receipt of such income tax return(s), any audit or investigation of such return(s), or any other audit or investigation.