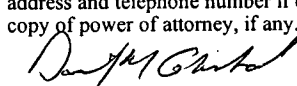
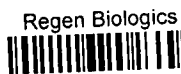


<b>United States Bankruptcy Court - District of Delaware</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>ReGen Biologics, Inc., et al</b>		Case Number: <b>11-11083 (PJW)</b>
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>Goodwin Procter LLP</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where notices should be sent: <b>Daniel M. Glosband, Esquire Goodwin Procter LLP Exchange Place 53 State Street Boston, MA 02109 Telephone number: 617-570-1000</b>		
Name and address where payment should be sent (if different from above):  <div style="text-align: center;"><b>RECEIVED JUN 24 2011 BMC GROUP</b></div>		<input type="checkbox"/> Check this 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 this box if you are the debtor or trustee in this case.
Telephone number: _____		
1. Amount of Claim as of Date Case Filed: <b>\$81,026.30</b> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).  Amount entitled to priority: \$ _____  <i>* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>
2. Basis for Claim: <b>Services performed</b> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____  Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date:  <b>June 23, 2011</b>	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.   <b>Daniel M. Glosband, Partner</b>	<b>FOR COURT USE ONLY</b>   00022

Goodwin|Procter LLP/ReGen Biologics, Inc.

Outstanding Invoices

Date of Invoice	Amount Due
April 15, 2010	\$36,673.04
May 14, 2010	21,242.05
June 16, 2010	3,740.00
July 16, 2010	3,128.37
August 11, 2010	5,829.09
September 14, 2010	1,428.75
November 16, 2010	4,316.30
December 3, 2010	2,788.00
January 14, 2011	272.00
February 18, 2011	1,608.70
	\$81,026.30

June 23, 2011

**VIA FEDEX**

BMC Group Inc.  
Regen Biologics, Inc.  
Claim Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

**Re: ReGen Biologics, Inc., et al**

Gentlemen:

I enclose for filing in the above matter an original and one copy of the proof of Claim of Goodwin|Procter LLP. Kindly acknowledge receipt of this claim by date stamping the duplicate and returning it to me in the enclosed envelope. Thank you.

Sincerely,



Daniel M. Glosband

DMG:dcv  
Enclosure