

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

PROOF OF CLAIM

In re:
REGEN BIOLOGICS, INC., et al.,

Case Number:
11-11083 (PJW)

NOTE: See Reverse for List of Debtors/Case Numbers/ important details. 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.

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.

Name of Creditor and Address: the person or other entity to whom the debtor owes money or property

27444249000027
MATTHEW BURGNER
2114 CANTATA COURT
MATTHEWS, NC 28105

Check this box if you are the debtor or trustee in this case.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number ()

Name and address where payment should be sent (if different from above):

MATTHEW BURGNER
15442 DANANTYME COUNTRY CLUB DRIVE
CHARLOTTE, NC 28277

RECEIVED

JUN 27 2011

Check this box to indicate that this claim amends a previously filed claim.

Claim Number (if known):

Filed on:

Payment Telephone Number () 704-941-7633

BMC GROUP

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 9,000

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.

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.

2. BASIS FOR CLAIM:

SERVICES PERFORMED

(See instructions #2 and #3a on reverse side.)

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 4822

3a. Debtor may have scheduled account as:

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 set off and provide the requested information

Secured Claim Amount: \$

DO NOT include the priority portion of your claim here.

Nature of property or right of setoff:

Unsecured Claim Amount: \$

Describe:

Amount of arrearage and other charges as of time case file included in secured claim,

Real Estate Motor Vehicle Other

Value of Property: \$

Annual Interest Rate: % if any: \$

Basis for Perfection:

5. PRIORITY CLAIM

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.

Unsecured Priority Claim Amount: \$ 9,000

Include ONLY the priority portion of your unsecured claim here.

You MUST specify the priority of the claim:

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- 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).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

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).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) ().

* 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.

6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. SUPPORTING DOCUMENTS: Attach redacted copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of evidence of perfection of a security interest. (See instruction 7 and definition of "redacted" on reverse side.) If the documents are not available, please explain.

DATE-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Eastern Time on July 1, 2011 for Non-Governmental Claimants OR on or before October 5, 2011 for Governmental Units.

THIS SPACE FOR COURT USE ONLY

BY MAIL TO:
BMC Group, Inc.
Attn: ReGen Biologics, Inc. Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

BY HAND OR OVERNIGHT DELIVERY TO:
BMC Group, Inc.
Attn: ReGen Biologics, Inc. Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Regen Biologics
00027

DATE
6/25/2011

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

<p>Court, Name of Debtor, and Case Number: Fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Debtor Name</th> <th style="text-align: left;">Case No</th> </tr> </thead> <tbody> <tr> <td>ReGen Biologics, Inc.</td> <td>11-11083</td> </tr> <tr> <td>RBio, Inc.</td> <td>11-11084</td> </tr> </tbody> </table> <p>Creditor's Name and Address: Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).</p> <p>1. Amount of Claim as of Date Case Filed: State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete item 4. Check the box if interest or other charges are included in the claim.</p> <p>2. Basis for Claim: State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.</p> <p>3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.</p> <p>3a. Debtor May Have Scheduled Account As: Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.</p> <p>4. Secured Claim: Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.</p>	Debtor Name	Case No	ReGen Biologics, Inc.	11-11083	RBio, Inc.	11-11084	<p>5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a). If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.</p> <p>6. Credits: An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.</p> <p>7. Supporting Documents: Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.</p> <p>Date and Signature: The person filing this proof of claim <u>must</u> sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.</p> <p>Date-Stamped Copy Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the front of this form.</p> <p><i>Please read - important information: upon completion of this claim form, you are certifying that the statements herein are true.</i></p> <p>Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."</p>
Debtor Name	Case No						
ReGen Biologics, Inc.	11-11083						
RBio, Inc.	11-11084						

DEFINITIONS

DEBTOR

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

CREDITOR

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

CLAIM

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

PROOF OF CLAIM

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed on the reverse side of this page

SECURED CLAIM Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors.

The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

UNSECURED NONPRIORITY CLAIM

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other

INFORMATION

document showing that the lien has been filed or recorded.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com/regenbiologics

From: Matthew Burgener <renegrub@mac.com>
Subject: Outstanding Invoices
Date: November 1, 2009 9:21:02 AM EST
To: Gary Bisbee <gbisbee@regenbio.com>
Cc: Joan Warner <jwarner@regenbio.com>, Jay Flounlacker <jflounlacker@regenbio.com>
▶ 3 Attachments, 67.1 KB



Hi Gary,

I hope you are doing as well as can be expected given these challenging times. Attached are the three outstanding invoices for work that has been completed by me. I haven't had much luck getting clarification of when I should expect payment, so I was hoping you could help.

As Jay had mentioned last month, I understand ReGen is going through financial challenges (including furloughs, letting people go, etc). It clearly will impact folks, including myself for future work. However, I am still expecting payment for these invoices of completed work. It looks like ReGen has received additional bridge financing and should be able to cover the \$9,000 I am owed. I was a bit frustrated because my inquiries regarding my outstanding invoices went unreturned and while folks were being furloughed I continued to be given work to do without mention of the financial challenges (ie the fact I wasn't going to be paid). The outstanding invoices are for work completed in August, September and October.

I would be happy to post the occasional article/press release for the next few months for free assuming I receive payment for the outstanding invoices. That way you have coverage as needed and I am paid for previously completed work.

Thank you for your help.

Matt

From: Matthew Burgener <renegrub@mac.com>
Date: October 28, 2009 4:59:22 PM EDT
To: Jay Flounlacker <jflounlacker@regenbio.com>
Subject: Update

Hi Jay,

I noticed the press release and the incremental funding. Any update on payment of back invoices? I'll have my October one shortly and suspect we might need to chat prior to any additional site updates/postings/etc.

Thanks,

Matt

From: Matthew Burgener <renegrub@mac.com>
Date: October 8, 2009 9:41:04 AM EDT
To: Joan Warner <jwarner@regenbio.com>
Subject: Re: September Consulting Work

Hi Joan,

I just wanted to see if you had any information on the August check.

Thank (in advance),

Matt

Nov 01, 2009
Consulting Work
Invoice # 2009012



Billed To

Invoice

\$ 1,000.00
due by Nov 01, 2009

Item	Hrs / Qty	Rate / Price	Taxes	Subtotal
ReGen Consulting Work - October	10:00	\$ 100.00		\$ 1,000.00

Subtotal	\$ 1,000.00
Total due by Nov 01, 2009	\$ 1,000.00

Oct 04, 2009
Consulting Work
Invoice # 2009011



Billed To

Invoice

\$ 4,000.00
due by Oct 04, 2009

Item	Hrs / Qty	Rate / Price	Taxes	Subtotal
September Consulting	00:00	\$ 4,000.00		\$ 4,000.00

Subtotal	\$ 4,000.00
Total due by Oct 04, 2009	\$ 4,000.00

Sep 02, 2009
Consulting Work
Invoice # 2009010



Billed To

Invoice

\$ 4,000.00
due by Sep 02, 2009

Item	Hrs / Qty	Rate / Price	Taxes	Subtotal
August Consulting Work	40:00	\$ 4,000.00		\$ 4,000.00

	Subtotal	\$ 4,000.00
Total due by Sep 02, 2009		\$ 4,000.00

From: Matt Burgener <renegrub@gmail.com>
Subject: Re: ReGen Biologics Outstanding Invoices
Date: July 31, 2010 8:27:04 AM EDT
To: Beth England <bengland3@hotmail.com>



Ok. Thanks.

Matt

Sent from my iPhone

On Jul 30, 2010, at 8:25 PM, Beth England <bengland3@hotmail.com> wrote:

Hi Matt,

ReGen has approved the go ahead for a payment plan and is in the process of finalizing the details and budget. I will have it to distribute on or before August 16th. I will email it to you.

Cheers,

Beth

Beth England
Senior Executive Assistant
Kershaw, Mackie & Company
(949) 709-1841

Subject: Re: ReGen Biologics Outstanding Invoices
From: renegrub@gmail.com
Date: Thu, 8 Jul 2010 23:40:12 -0400
CC: gbisbee@regenbio.com
To: bengland3@hotmail.com

Beth,

I just wanted to follow up on my outstanding invoices. You had mentioned keeping me up to date and I hadn't heard anything in more than six months.

Would appreciate an update on when I should expect payment for my three outstanding invoices. I've attached them to this email.

Thanks,

Matt

EXHIBIT A

PROJECT ASSIGNMENT

January 1, 2009

Client Manager

The Client Manager for this Project Assignment shall be: Jeff Chandler, Senior Vice President Marketing and Sales or his designee(s).

Services

During the term of this Project Assignment, Contractor services are expected to include Client web site administration and consumer marketing services and as otherwise mutually agreed between the Contractor and Client. The term of this Project Assignment shall begin on January 1, 2009 and continue until terminated by either party or as otherwise cancelled and replaced at the mutual agreement of Client and Contractor. This Project Assignment replaces the May 2, 2008 Project Assignment which is hereby cancelled.

Compensation

Beginning January 1, 2009, the Contractor shall provide Client with up to 60 hours per month for a fixed rate of \$4,000 per month.

Stock Options: During the term of this Project Assignment, Contractor shall (i) continue to vest in the May 30, 2008 stock option grant, and (ii) shall have the right to exercise stock options that were vested to the benefit of the Contractor as of the date of the Contractor's employment termination with Client on May 1, 2008.

If this Project Assignment or the Independent Contractor Services Agreement which governs it is terminated for any reason, fees will be paid based on contractor time spent to the effective date of termination.

Expenses

Client will reimburse Contractor for all reasonable and documented out of pocket expenses incurred in connection with the services performed under this Project Assignment. All expenses in excess of \$200 per month must be pre-approved by Client.

During the term of this Project Assignment, the Contractor shall have continued use of the Client's computer equipment and related software.

NOTE: This Project Assignment is governed by the terms of an Independent Contractor Services Agreement in effect between Client and Contractor. Any item in this Project Assignment which is inconsistent with that Agreement is invalid.

CLIENT: ReGen Biologics, Inc.

CONTRACTOR: Matt Burgener

Signed: 

Signed: 

Name: Brian A. White

Name: MATTHEW M. ORSINGER

Title: CFO + CFO

Title: CONSULTANT
(If Applicable)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In Re:)	Case No. 11-11083 (PJW)
)	Jointly Administered
REGEN BIOLOGICS, INC., <u>et al.</u>,¹)	Chapter 11
Debtors.)	
)	

NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Delaware (the “Court”) has established the following deadlines for filing proofs of claim and for filing rejection damages claims in connection with the chapter 11 bankruptcy cases of ReGen Biologics, Inc. and RBio, Inc. (collectively, the “Debtors” and each, a “Debtor”):

- (a) The General Bar Date. All entities,² other than governmental units,³ that wish to assert claims⁴ against the Debtors (whether secured, unsecured priority (including prepetition administrative priority claims) or unsecured nonpriority claims) that arose on or before April 8, 2011 are required to file proofs of claim by July 1, 2011 (the “General Bar Date”).

¹ The Debtors in these cases are ReGen Biologics, Inc. (“ReGen”) and RBio, Inc (“RBio”). The last four digits of ReGen’s and RBio’s EIN are 6415 and 8652, respectively. The other name used by RBio is ReGen Biologics.

² The term “entity” has the meaning given to it in section 101(15) of title 11 of the United States Code (the “Bankruptcy Code”), and includes all persons, estates, trusts, governmental units, and the United States trustee.

³ The term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code and includes the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments, agencies, or instrumentalities of the foregoing (but does not including the United States trustee while serving as a trustee under the Bankruptcy Code).

⁴ The term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code and includes (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

- (b) The Government Bar Date. In accordance with section 502(b)(9) of the Bankruptcy Code, all governmental units holding claims against the Debtors (whether secured, unsecured priority (including prepetition administrative priority claims) or unsecured nonpriority claims) that arose on or before April 8, 2011 are required to file proofs of claim by October 5, 2011 (the "Government Bar Date"), including governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which either Debtor was a party.
- (c) The Rejection Bar Date. Any entity whose claims arise out of the court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a chapter 11 plan in the Debtors' chapter 11 cases, must file a proof of claim on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date of the order authorizing the Debtors' rejection of the applicable contract or lease (except where otherwise provided by agreement or order). The later of these dates is referred to in this Notice as the "Rejection Bar Date" and together with the General Bar Date and the Government Bar Date, the "Bar Dates."

Subject to terms described above for holders of claims subject to the Rejection Bar Date, any entity whose prepetition claim against the Debtors is not listed on the Debtors' schedules of assets and liabilities filed in these cases (the "Schedules") or is listed as "disputed," "contingent," or "unliquidated" and that desires to share in any distribution in the Debtors' chapter 11 cases, must file proofs of claim on or before the General Bar Date, or with respect to claims of governmental units, on or before the Government Bar Date. If it is unclear from the Schedules whether your claim is disputed, contingent, or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any entity that relies on the information in the Schedules bears responsibility for determining that its claim is accurately listed therein.

Except as described below, all entities that wish to assert against the Debtors any claims that arose on or before April 8, 2011, must file proofs of claim with BMC Group, Inc. (“BMC”), the claims and noticing agent in these cases, so that their proofs of claim are received by BMC on or before 5:00 p.m. (prevailing Eastern time) on the General Bar Date, or with respect to claims of governmental units, on or before 5:00 p.m. (prevailing Eastern time) on the Government Bar Date. For your convenience, enclosed with this Notice is a proof of claim form.

Please note that the terms “entity,” “governmental unit,” and “claim” are defined on the first page of this Notice on footnotes 2–4.

Proofs of Claim Not Required to be Filed By the General Bar Date

The following entities need not file proofs of claim by the General Bar Date with respect to the claims described below:

- (a) any entity that already has properly filed a proof of claim against the Debtors **in accordance with the procedures described in this Notice;**
- (b) any entity (i) whose claim against the Debtors is not listed as “disputed,” “contingent,” or “unliquidated” in the Schedules; and (ii) that agrees with the nature, classification, and amount of its claim as identified in the Schedules;
- (c) any entity whose claim against the Debtors previously has been allowed by, or paid pursuant to, an order of the Court; and
- (d) any officer or director of the Debtors with respect to any claim for indemnification or similar relief from Debtor.

No Requirement for Stockholders or Other Interest Holders to File Proofs of Interest

Any entity holding an interest in the Debtors (an “Interest Holder”), which interest is based exclusively upon the ownership of common or preferred stock in a corporation (an “Interest”), need not file a proof of interest on or before the General Bar

Date as the Debtors do not anticipate that there will be any recovery for Interest Holders. Interest Holders that wish to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an Interest, including claims arising out of or relating to the sale, issuance, or distribution of an Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies.

Consequences for Failing to File a Proof of Claim

Any entity that fails to file a proof of claim by the applicable Bar Date shall be:

- (a) forever barred, estopped and enjoined from asserting in these Chapter 11 cases any claim against the Debtors that the entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent, and liquidated; or (ii) is of a different nature, different classification or different priority than any claim identified in the Schedules on behalf of such entity (any such claim being referred to in this Notice as an “Unscheduled Claim”);
- (b) forever barred, estopped and enjoined from participating in any distribution from the Debtors’ estates with respect to an Unscheduled Claim; and
- (c) bound by the terms of (i) any chapter 11 plan that may be confirmed by the Court in the Debtors’ chapter 11 cases or (ii) any other order that authorizes the wind-up of Debtors’ estates.

Reservation of Rights

The Debtors reserve the right to (i) dispute, or to assert offsets or defenses to, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; and (ii) subsequently designate any claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

Procedure for Filing Proofs of Claim

A signed original of a completed proof of claim form, together with any accompanying or supporting documentation, must be delivered to BMC to the following addresses (as applicable) by courier service, hand delivery, or mail so as to be received no later than 5:00 p.m. (prevailing Eastern time) on the applicable Bar Date:

IF BY MAIL:

BMC Group Inc.
Regen Biologics, Inc. Claims Processing
P.O. Box 3020
Chanhassen, MN 55317

**IF BY OVERNIGHT DELIVERY
OR HAND DELIVERY:**

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

Any proof of claim submitted by facsimile or e-mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described above (courier service, hand delivery, or mail). Proofs of claim will be deemed filed only when actually received by BMC.

All filed proofs of claim must (i) be written in English; (ii) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern time) on April 8, 2011, if applicable; and (iii) conform substantially with Official Form No. 10 (the form enclosed with this Notice). If you wish to receive acknowledgement of BMC's receipt of your proof of claim, you must also submit, concurrently with submitting your original proof of claim, a copy of your proof of claim and a self-addressed, stamped return envelope. Proofs of claim must include all documentation required by Bankruptcy Rules 3001(c) and 3001(d) and the proof of claim form, including an original or a copy of any written document that forms the basis of the

claim or, for secured claims, evidence that the alleged security interest has been perfected.

Additional Information

Copies of the Schedules or additional information regarding the filing of a proof of claim may be obtained by sending a written request to the Debtors' counsel at:

Pillsbury Winthrop Shaw Pittman LLP, 2300 N Street, NW, Washington, DC 20037,
Attn: Patrick Potter, Jerry Hall and Dania Slim and Phillips, Goldman & Spence, P.A.,
1200 North Broom Street, Wilmington, DE 19806, Attn: Stephen W. Spence.

You May Wish to Consult an Attorney Regarding this Matter.

Dated: June 8, 2011

PHILLIPS, GOLDMAN & SPENCE, P.A.

/s/ Stephen W. Spence
Stephen W. Spence, Esquire (#2033)
Stephen A. Spence, Esquire (#5392)
1200 North Broom Street
Wilmington, DE 19806
Tel: (302) 655-4200
Fax: (302) 655-4210

Counsel for the Debtors

PILLSBURY WINTHROP SHAW PITTMAN LLP

Patrick J. Potter (admitted *pro hac vice*)
Jerry Hall (admitted *pro hac vice*)
Dania Slim (admitted *pro hac vice*)
2300 N Street, NW
Washington, DC 20037-1128
Tel: (202) 663-8000
Fax: (202) 663-8007

Counsel for the Debtors