United States Bankruptcy Court
61288, Houston TX 77208

SOUTHERN DISTRICT OF TEXAS P.O.Box
(Houston Division)

PROOF OF CLAIM
0010746910042

Name of Debtors

X Stage Stores, Inc., a Delaware corporation
___ Specialty Retailers, Inc., a Texas corporation
___ Specialty Retailers, Inc. (NV), a Nevada corporation

*place an "x" beside the name of the Debtor you are filing a claim against

Case Number
00-35078-H2-11
00-35079-H2-11
00-35080-H2-11

788-10601
Creditor ID#:

United States Bankruptcy Court
Southern District of Texas
FILED
AUG 23 2000
Michael N. Milby, Clerk

Name of Creditor (The person or other entity to whom the debtor owes money or property):

Cede & Co.

___ Check box if you are aware that anyone else a filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Name and address where notices should be sent:
----------AUTO**ALL FOR AADC 100
Cede & Co.
PO Box 20
Bowling Green Station
New York NY 10274-0020

___ Check box if you have never received any notices from the bankruptcy court in this case

___ Check box if the address differs from the address on the envelope sent to you by the court.

Account or other number by which creditor identifies debtor:
862-95643 BEAR, STEARNS SECURITIES CORP

Check here if this claim ___ replaces ___ amends a previously filed claim, dated: _____

1. Basis for Claim
___ Goods sold
___ Services performed
___ Money loaned
___ Personal injury/wrongful death
___ Taxes
X Other Common STOCK

___ Retiree benefits as defined in 11 U.S.C. § 1114(a)
___ Wages, salaries, and compensation (Fill out below)
Your SS#: _____ - _____ - _____
Unpaid compensation for services performed
from _____ (date) to _____ (date)

2. Date debt was incurred:

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: $ _____
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.
___ 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.

5. Secured Claim.
___ Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:
___ Real Estate ___ Motor Vehicle
___ Other All personal and intangible property of Debtor's Estate

Value of Collateral: $ ____

Amount of arrearage and other charges at time case filed included in secured claim, if any $ _____

6. Unsecured Priority Claim.
___ Check this box if you have an unsecured priority claim
Amount entitled to priority $ _____
Specify the priority of the claim:
___ Wages, salaries, or commissions (up to $4,300),* 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)
___ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
___ Up to $1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).
___ Alimony, maintenance, or support owed to a spouse, former spouse, or child - 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 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. Supporting Documents: *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.

9. 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.

This Space is for Court Use Only

001308

Date

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):

X Judy D. Eldredge
JUDY D. ELDREDGE

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.

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