

**UNITED STATES BANKRUPTCY COURT**

For the District of Delaware

IN RE: § Chapter 11  
URBAN BRANDS, INC., et al, §  
§ CASE NO. 10-13005 (KJC)  
§  
DEBTOR(S) § Jointly Administered  
§ Re: Docket No. 34

**PROOF OF CLAIM**

1. The undersigned, whose business address is Schuereberg & Grimes, 120 W. Main, Suite 201, Mesquite, Dallas County, Texas 75149, is the attorney for the City of Mesquite and Mesquite Independent School District (Claimant); of 711 N. Galloway, Mesquite, Dallas County, Texas 75149, and is authorized to make this proof of claim on behalf of the Claimant.

2. The debtor was, at the time of the filing of the petition initiating this case, and still is indebted to this Claimant, in the sum of **\$1,409.49**.

3. The ground of liability for this debt is ad valorem property taxes.

4. This claim is not founded on a writing, however, the attached statement establishes the obligation.

5. No judgment has been rendered on this claim.

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

7. This claim is not subject to any setoff or counter-claim.

8. The security interest held for this claim is the Constitutional and statutory lien on debtor's property. The undersigned claims the security interest pursuant to the statutory lien provided in the Texas Property Tax Code, §32.01 and §32.05; Article 8, Section 15 of the Texas Constitution; and 11 U.S.C. Section 506. No evidence of perfection of such security interest is required. Claimant claims a security interest in the following property:

ALL THE MONEY, NOTES, BONDS, STOCKS, CREDITS, STOCK OF GOODS, INVENTORY (OWNED OR AFTER-ACQUIRED), WARES, MERCHANDISE, SUPPLIES, FIXTURES, TOOLS, MACHINERY, EQUIPMENT, AUTOMOBILES, TRUCKS, AND/OR OTHER MOTOR VEHICLES; AIRCRAFT, VESSELS, FURNITURE, FURNISHINGS, AND SUPPLIES USED IN THE CONDUCT OF BUSINESS, INCLUDING ALL PERSONAL PROPERTY OF ASHLEY STEWART #440, LOCATED AT 12250 LAKE JUNE RD, #104, CITY OF BALCH SPRINGS, DALLAS COUNTY, TEXAS.

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9. This claim is a **SECURED CLAIM** based upon the provisions of Sections 32.01 and 32.05, Texas Property Tax Code; Article 8, Section 15 of the Texas Constitution; and 11 U.S.C. Section 506.

For purposes of Section 506(b) of the Bankruptcy Code, post petition interest may be payable.

Total Amount Claimed:      **\$1,409.49**

Dated:                      October 7, 2010

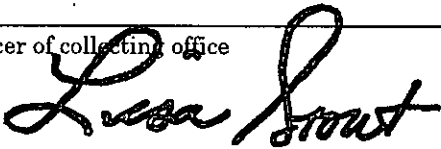
Creditor:

City of Mesquite and/or  
Mesquite Independent School District  
c/o Schuereberg & Grimes, P.C.

By: 

Gary Allmon Grimes  
Wells Fargo Bank Building  
120 W. Main, #201  
Mesquite, Texas 75149  
(972) 289-0827  
Fax: (972) 216-0291

# TAX CERTIFICATE

Collecting office name CITY OF MESQUITE	Collecting tax for: (taxing units in which property is located) MESQUITE INDEPENDENT SCHOOL DISTRICT										
Present mailing address 711 N. GALLOWAY AVE.											
City, town or post office, state, ZIP code MESQUITE, TX 75149	Phone 972-216-6204										
Owner's name LARGE APPAREL OF TEXAS INC	Property account number 99071212470000000										
Present mailing address 100 METRO WAY											
City, town or post office, state, ZIP code SECAUCUS, NJ 70941-914		Phone									
Property description PERSONAL PROPERTY ASHLEY STEWART#440											
<p>This is to certify that, after a careful check of the tax records of this office, the following delinquent taxes, penalties, interest and any known cost and expenses incurred due to a delinquent tax suit are due on the described property for the following taxing unit(s):</p> <table border="1"> <thead> <tr> <th>Tax Year</th> <th>City of Mesquite</th> <th>Mesquite ISD</th> <th>Yearly Total</th> </tr> </thead> <tbody> <tr> <td>2010</td> <td>0.00</td> <td>1409.49</td> <td>1409.49</td> </tr> </tbody> </table> <p style="text-align: right;">GRAND TOTAL: \$ 1409.49</p>				Tax Year	City of Mesquite	Mesquite ISD	Yearly Total	2010	0.00	1409.49	1409.49
Tax Year	City of Mesquite	Mesquite ISD	Yearly Total								
2010	0.00	1409.49	1409.49								
<p>This Tax Certificate does not cover any changes made to the Tax Rolls or Tax Records, nor any increase to cost and expenses, subsequent to the date of the certificate which may result in additional tax liability for this account.</p> <p>If applicable,</p> <ol style="list-style-type: none"> <li>(1) the above-described property has/is receiving special appraisal based on its use, and additional rollback taxes may become due based on the provisions of the special appraisal (Comptroller Rule 9.3040) or</li> <li>(2) property omitted from the appraisal roll as described under Tax Code Section 25.21 is not included in this certificate [Tax Code Section 31.08(b)]</li> </ol>											
Authorized officer of collecting office sign here 		Date of tax certificate 10/05/2010									

# SCHUERENBERG & GRIMES

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

WELLS FARGO BANK BUILDING

120 WEST MAIN, SUITE 201

MESQUITE, TEXAS 75149

CHARLES E. SCHUERENBERG

GARY ALLMON GRIMES

AREA CODE 972

TELEPHONE 289-0827

TELECOPIER 216-0291

October 7, 2010

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

Re: Bankruptcy Case No.: 10-13005 (KJC)  
Debtor(s): Urban Brands, Inc., et al

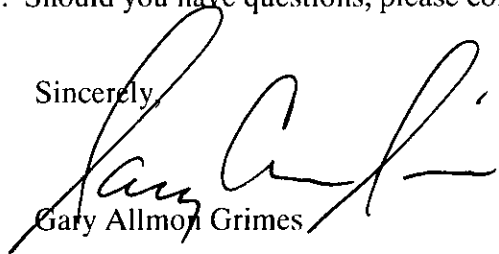
Dear Clerk:

Enclosed please find an original and one (1) copy of Proof of Claim to be filed on behalf of the City of Mesquite and Mesquite Independent School District in the above-captioned matter.

Please return a file-marked copy of the Proof of Claim to our office in the self-addressed, stamped envelope also enclosed.

Thank you for your attention to this matter. Should you have questions, please contact our office.

Sincerely,

  
Gary Allmon Grimes

GAG/skg  
Enclosure

cc: Mark Collins, Esq.  
Michael J. Merchant, Esq.  
Paul N. Heath, Esq.  
Richards, Layton & Finger, P.A.  
920 North King Street  
Wilmington, Delaware 19801