

UNITED STATES BANKRUPTCY COURT

PROOF OF CLAIM

Name of Debtor: URBAN BRANDS, INC.

Case Number: 10-13005(KJC)

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.

Name of Creditor (the person or other entity to whom the debtor owes money or property): ROBERT J. BAUGHMAN DBA R.J.B. CONSTRUCTION

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

Name and address where notices should be sent.

R.J.B. CONSTRUCTION
6688 Meese Rd.
Alliance, Ohio 44601
Telephone number:
330-248-3745

RECEIVED
OCT 25 2010
BMC GROUP

Court Claim Number: _____
(If known)

Filed on: _____

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

Same

Telephone number:

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.

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

1. Amount of Claim as of Date Case Filed: \$ 19,181.00

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.

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.

2. Basis for Claim: SERVICES PERFORMED
(See instruction #2 on reverse side.)

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

3. Last four digits of any number by which creditor identifies debtor: 85342

Wages, salaries, or commissions (up to \$10,950*) 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).

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5).

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: Real Estate Motor Vehicle Other

Describe: _____
Value of Property: \$ _____ Annual Interest Rate _____ %

Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7).

Amount of arrearage and other charges as of time case filed included in secured claim.

If any: \$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ 19,181.00 Amount Unsecured: \$ _____

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): _____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. NONE

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of 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:

Amount entitled to priority:

\$ _____

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date: 10/19/10

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.

Robert J. Baughman ROBERT J. BAUGHMAN (owner)

FOR COURT USE ONLY



URBAN

INVESTING IN URBAN AMERICA

Michael D'Angelo
Director of Design & Construction
100 Metro Way Secaucus, NJ 07094
T: 201/319-9093 Ext. 2412
F: 201/319-1173 / 1414
C: 551/655-3613
E-mail – mdangelo@urbanbrands.com

Letter of Intent between Urban Brands and RJB Construction in reference to the relocation of Store 342 – Richmond VA

SCOPE OF WORK

Ashley Stewart # 342 – Relocation
Spring Rock Creek – 7110 Midlothian Turnpike, Richmond VA, 23225

Demolition: Sales Floor

1. Existing carpet
2. All perimeter merchandise valances / soffit
3. Surface mounted standards
4. Vinyl flooring at center of sales floor
5. Back room safe
6. Storefront signage – by others
7. All sales floor mirrors are to remain
8. Fitting rooms are to remain

Build-out:

1. Skim perimeter walls as discuss
2. Paint walls (off white)
3. Replace all damaged ceiling tiles (tiles to match)
4. Inspect and repair as necessary fitting rooms and hardware
5. Carpet installation by others. to be coordinated by RJB.
6. Inspect and repair all 2 X 4 ceiling and track lights
7. Install owner provided wall standards (install as discuss)
8. Remove cash wrap from old and install in new location
9. Provide electrician to hook up cash wrap
10. Provide fire extinguishers
11. General cleaning including storefront glass
12. Check and provide power for Sensormatic unit

750
431
1181

13. Provide and install some storage shelving in the left rear back room
14. Obtain a Temporary Certificate of Occupancy or COO

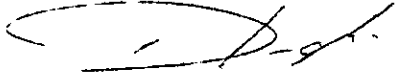
Extra:

1. Check restroom for proper operation
2. Check HVAC – just turn on to see if it is working – UBI maintenance will repair
3. Re-key of doors by others.

Approved cost \$18,000

UBI:

Michael D'Angelo

 5-26-10

RJB:

Robert Baughman





AIA Document G702™ - 1992

Application and Certificate for Payment

TO OWNER: **URBAN BRANDS**
 100 Metro Way
 Secaucus, NJ 07094

PROJECT: **ASHLEY STEWART #342**
 SPRING ROCK CREEK
 7110 MIDLOTHIAN TRP.
 RICHMOND, VA 23225

VIA ARCHITECT: **N/A**

FROM CONTRACTOR:
R.T.B. CONSTRUCTION
 6687 Meese Rd.
 Alliance, Ohio 44601

APPLICATION NO: **ONE**

PERIOD TO:

CONTRACT FOR: **SCOPE - Temporary Space**

CONTRACT DATE: **5/21/10**

CONTRACTOR ARCHITECT

PROJECT NOS: **342 1 1**

CONTRACTOR CONTRACTOR

FIELD

OTHER

CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract Continuation Sheet, AIA Document G703, is attached.

1. ORIGINAL CONTRACT SUM \$ 18,000.00
2. Net change by Change Orders \$ 0
3. CONTRACT SUM TO DATE (Line 1 + 2) \$ 18,000.00
4. TOTAL COMPLETED & STORED TO DATE (Column G on G703) \$ 18,000.00

5. RETAINAGE:

- a. 0 % of Completed Work (Column D + E on G703) \$ 0
- b. 0 % of Stored Material (Column F on G703) \$ 0

Total Retainage (Lines 5a + 5b or Total in Column I of G703) \$ 0

6. TOTAL EARNED LESS RETAINAGE \$ 18,000.00
 (Line 4 Less Line 5 Total)

7. LESS PREVIOUS CERTIFICATES FOR PAYMENT \$ 0
 (Line 6 from prior Certificate)

8. CURRENT PAYMENT DUE \$ 18,000.00

9. BALANCE TO FINISH, INCLUDING RETAINAGE (Line 3 less Line 6) \$ 0

| CHANGE ORDER SUMMARY | ADDITIONS | DEDUCTIONS |
|--|-----------|------------|
| Total changes approved in previous months by Owner | \$ | \$ |
| Total approved this Month | \$ | \$ |
| TOTALS | \$ | \$ |
| NET CHANGES by Change Order | \$ | \$ |

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown herein is now due.

CONTRACTOR: RTB Construction Date: 5/28/10
 By: [Signature]
 State of: Ohio
 County of: Stark

Subscribed and sworn to before me this 28 day of May 2010

Notary Public: JULIE MOLDOWAN
 My Commission Expires: Notary Public, State of Ohio

ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED \$
 (Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT: _____ Date: _____

This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract

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Application and Certificate for Payment

6/23/10
Due 8/17/10

TO OWNER: URBAN BRANDS, INC.
100 METRO WAY
SECAUCUS, N.J. 07094

PROJECT: ASHLEY STEWART #342
SPRING ROCK CREEK
710 MIDLANTON TRAIL
RICHMOND, VA. 23225

FROM CONTRACTOR: R.J.B. CONSTRUCTION
6687 MEISE RD.
PILARNE, OHIO 44601

VIA ARCHITECT: N/A

APPLICATION NO: 7100
PERIOD TO:

CONTRACT FOR: TEMPORARY SPACE
CONTRACT DATE: 5/16/10
PROJECT NOS: 342 1

Distribution to:
OWNER
ARCHITECT
CONTRACTOR
FIELD
OTHER

CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract. Continuation Sheet, AIA Document G703, is attached.

1. ORIGINAL CONTRACT SUM \$ 18,000.00
2. Net change by Change Orders \$ 750.00
3. CONTRACT SUM TO DATE (Line 1 ± 2) \$ 18,750.00
4. TOTAL COMPLETED & STORED TO DATE (Column G on G703) \$ 18,750.00

5. RETAINAGE:

- a. 0 % of Completed Work (Column D + E on G703) \$ 0
- b. 0 % of Stored Material (Column F on G703) \$ 0

Total Retainage (Lines 5a + 5b or Total in Column I of G703) \$ 0

6. TOTAL EARNED LESS RETAINAGE \$ 18,750.00

(Line 4 Less Line 5 Total)

7. LESS PREVIOUS CERTIFICATES FOR PAYMENT \$ 18,000.00

(Line 6 from prior Certificate)

8. CURRENT PAYMENT DUE \$ 750.00

9. BALANCE TO FINISH, INCLUDING RETAINAGE

(Line 3 less Line 6)

| CHANGE ORDER SUMMARY | ADDITIONS | DEDUCTIONS |
|--|------------------|------------|
| Total changes approved in previous months by Owner | \$ | \$ |
| Total approved this Month | \$ | \$ |
| TOTALS | \$ 750.00 | \$ |
| NET CHANGES by Change Order | \$ 750.00 | \$ |

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown herein is now due.

CONTRACTOR:
By: Robert A. Bugman
State of: OH
Date: 6/23/10

County of: Stark
Subscribed and sworn to before me this 23rd day of June, 2010.

Notary Public: Julia K. Schuchter-Jones
My Commission expires: July 30, 2014

ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED \$

(Attach explanation if amount certified differs from the amounts applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT:

By: _____ Date: _____

This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

sent 1/27/12
Due 8/20/10

Application and Certificate for Payment

TO OWNER: **URBAN BRANDS, LLC**
 100 METRO WAY
 SECAUCUS, N.J. 07094

PROJECT: **ASHLEY STEWART #342**
 7110 MIDLOTHIAN TRP.
 RICHMOND, VA 23225

FROM CONTRACTOR: **R.F.B. CONSTRUCTION**
 6688 MEASE RD.
 ARLING, OHIO 44601

VIA ARCHITECT: **N/A**

APPLICATION NO: **THREE**
 PERIOD TO:
 CONTRACT FOR: **TENANT RENOVATE**
 CONTRACT DATE: **5/27/10**
 PROJECT NOS: **342**

Distribution to:
 OWNER
 ARCHITECT
 CONTRACTOR
 FIELD
 OTHER

CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract. Continuation Sheet, AIA Document G703, is attached.

1. ORIGINAL CONTRACT SUM \$ **18,000.00**
2. Net change by Change Orders \$ **1,181.00**
3. CONTRACT SUM TO DATE (Line 1 + 2) \$ **19,181.00**
4. TOTAL COMPLETED & STORED TO DATE (Column G on G703) \$ **19,181.00**
5. RETAINAGE:
 - a. % of Completed Work (Column D + E on G703) \$ **0**
 - b. % of Stored Material (Column F on G703) \$ **0**

6. TOTAL EARNED LESS RETAINAGE \$ **19,181.00**
 (Line 4 less Line 5 Total)
7. LESS PREVIOUS CERTIFICATES FOR PAYMENT \$ **18,750.00**
 (Line 6 from prior Certificate)
8. CURRENT PAYMENT DUE \$ **431.00**
9. BALANCE TO FINISH, INCLUDING RETAINAGE \$ **0**
 (Line 3 less Line 6)

| CHANGE ORDER SUMMARY | ADDITIONS | DEDUCTIONS |
|--|------------|------------|
| Total changes approved in previous months by Owner | \$ 750.00 | \$ |
| Total approved this Month | \$ 431.00 | \$ |
| TOTALS | \$ | \$ |
| NET CHANGES by Change Order | \$ 1181.00 | \$ |

The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown herein is now due.

CONTRACTOR:
 By: _____ Date: _____
 State of: _____
 County of: _____
 Subscribed and sworn to before me this _____ day of _____

Notary Public:
 My Commission expires: _____

ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED \$ _____
 (Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT:
 By: _____ Date: _____

This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.