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| UNITED STATES BANKRUPTCY COURT District of Delaware (Wilmington) | | PROOF OF CLAIM |
| Name of Debtor: Urban Brands, Inc. (Urban Brands) | | Case Number: 10-13005 |
| NOTE: <i>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 a 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): United Parcel Service | | <input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____ |
| Name and address where notices should be sent: United Parcel Service c/o Receivable Management Services ("RMS") P.O. Box 4396 Timonium, MD 21094 Telephone number: (410) 773-4089 | | |
| Name and address where payment should be sent (if different from above): United Parcel Service c/o Receivable Management Services ("RMS") P.O. Box 4396 Timonium, MD 21094 Telephone number: (410) 773-4089 | | <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. |
| <div style="border: 1px solid black; padding: 5px; width: fit-content; margin: auto;"> RECEIVED OCT 25 2010 BMC GROUP </div> | | |
| 1. Amount of Claim: \$2,708.33 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 |
| 2. Basis for Claim: <input type="checkbox"/> GOODS SOLD <input checked="" type="checkbox"/> SERVICES RENDERED (See instruction #2 on reverse side.) | | <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 \$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). |
| 3. Last four digits of any number by which creditor identifies debtor: 3a. Debtor may have scheduled account as: 63W522 (See instruction #3a on reverse side.) | | <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> 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). |
| 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: \$ _____ | | <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 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i> |
| 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 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. | | |
| Date: October 21, 2010 Signature: <i>Phyllis A. Hayes</i> 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. Phyllis A. Hayes, RMS, Agent for Creditor | | FOR COURT USE ONLY Urban Brands  00073 |
| 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. | | |

**UNITED PARCEL SERVICE
STATEMENT OF ACCOUNT**

| Shipper Name | Shipper No. | Invoice Date | Invoice Amount |
|--------------|-------------|---------------|--------------------|
| URBAN BRANDS | 63W522 | 04/24/10 | \$ 297.99 |
| URBAN BRANDS | 63W522 | 05/01/10 | \$ 589.70 |
| URBAN BRANDS | 63W522 | 05/08/10 | \$ 516.81 |
| URBAN BRANDS | 63W522 | 05/15/10 | \$ 32.90 |
| URBAN BRANDS | 63W522 | 05/22/10 | \$ 120.97 |
| URBAN BRANDS | 63W522 | 05/29/10 | \$ 41.34 |
| URBAN BRANDS | 63W522 | 06/05/10 | \$ 31.66 |
| URBAN BRANDS | 63W522 | 06/12/10 | \$ 237.58 |
| URBAN BRANDS | 63W522 | 06/19/10 | \$ 30.00 |
| URBAN BRANDS | 63W522 | 07/03/10 | \$ 7.26 |
| URBAN BRANDS | 63W522 | 07/10/10 | \$ 41.11 |
| URBAN BRANDS | 63W522 | 07/17/10 | \$ 42.90 |
| URBAN BRANDS | 63W522 | 07/24/10 | \$ 150.88 |
| URBAN BRANDS | 63W522 | 07/31/10 | \$ 66.38 |
| URBAN BRANDS | 63W522 | 08/07/10 | \$ 180.32 |
| URBAN BRANDS | 63W522 | 08/14/10 | \$ 30.00 |
| URBAN BRANDS | 63W522 | 08/21/10 | \$ 156.30 |
| URBAN BRANDS | 63W522 | 08/28/10 | \$ 54.01 |
| URBAN BRANDS | 63W522 | 09/04/10 | \$ 50.44 |
| URBAN BRANDS | 63W522 | 09/11/10 | \$ 3.98 |
| URBAN BRANDS | 63W522 | 09/18/10 | \$ 10.82 |
| URBAN BRANDS | 63W522 | 10/02/10 | \$ 14.98 |
| | | Total: | \$ 2,708.33 |