


<b>UNITED STATES BANKRUPTCY COURT</b>		District of Delaware	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>URBAN BRANDS, INC</b>		Case Number: <b>10-13005</b>	
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 an 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): <b>Fashion River Group</b>		<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: <b>Fashion River Group, C/O Ballon Stoll Bader &amp; Nadler, P.C. 729 Seventh Ave., 17th Fl, New York, NY 10019</b>		<div style="text-align: center; font-weight: bold; font-size: 1.2em;">RECEIVED</div> <div style="text-align: center; font-weight: bold; font-size: 1.5em;">OCT 28 2010</div> <div style="text-align: center; font-weight: bold; font-size: 1.2em;">BMC GROUP</div>	
Telephone number: <b>(212) 575-7900</b>			
Name and address where payment should be sent (if different from above):		<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.	
Telephone number:			
1. Amount of Claim as of Date Case Filed: \$ <u>198,219.25</u>  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.  <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 \$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).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> 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).  <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)( ).	
2. Basis for Claim: <u>Good Sold &amp; Delivered</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
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: \$ _____			
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.  If the documents are not available, please explain:		Amount entitled to priority:  \$ _____  *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.	
Date: <b>10/15/2010</b>  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.		FOR COURT USE ONLY  <div style="text-align: right;">                     Urban Brands                        00076                 </div>	

**FASHION RIVER GROUP**  
 525 Seventh Avenue, Suite 2301  
 New York, New York 10018  
 Phone # 212-391-4479  
 Fax # 212-391-4497



**INVOICE**

Pg.	Date	Invoice No.
1	05/05/2010	300477

A service charge of 18% per annum may be charged on all balances past our due date.  
 Global Design certifies that all products are in full compliance with all applicable CPSC rules

**BILL TO:**

**URBAN BRANDS**  
 Corporate Office  
 100 Metro Way  
 Secaucus, NJ 07094 USA

**SHIP TO:**

**UBI Ashley Stewart E-Commerce**  
 UBI WAREHOUSE-ASHLEY STEWART  
 100 Metro Way  
 Secaucus, NJ 07094 USA

DATE	SALESMAN	TERMS	CUSTOMER NO	SHIP VIA.	PACKING SLIP #							
05/05/2010	AS	NET45DAYS	URBANB	SEE ROUTING GUI	100841							
DUE DATE	DEPT	ORDER NO.	SHIP TO	NO OF CARTONS	WEIGHT							
06/19/2010	38	12324	URB09	3	150 lbs.							
SIZES		D	14W	16W	18W	20W	22W	24W				
STYLE NO.	COLOR / DESC.	D	14W	16W	18W	20W	22W	24W	QTY.	U/PRICE	AMOUNT	
CS7442P	WEWH SOLID SATEEN BOTTOM	D	24	36	24	12	12	12	120	\$8.50	\$1,020.00	
CS7442P	SKWH SOLID SATEEN BOTTOM	D	16	24	16	8	8	8	80	\$8.50	\$680.00	

TOTAL QTY 200	<b>REMIT TO:</b> <b>FASHION RIVER GROUP</b> 525 Seventh Avenue, Suite 2301 New York, New York 10018 Phone # 212-391-4479 Fax # 212-391-4497	SUBTOTAL:	\$1,700.00
		[+] INSURANCE:	
		[+] FREIGHT:	\$0.00
		<b>TOTAL</b>	<b>\$1,700.00</b>

THANK YOU FOR YOUR BUSINESS!!!  
 ABSOLUTELY NO RETURNS WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION. ALL CLAIMS MUST BE MADE WITHIN 7 DAYS AFTER RECEIPT OF GOODS

**FASHION RIVER GROUP**  
 525 Seventh Avenue, Suite 2301  
 New York, New York 10018  
 Phone # 212-391-4479  
 Fax # 212-391-4497



**INVOICE**

Pg.	Date	Invoice No.
1	05/05/2010	300479

A service charge of 18% per annum may be charged on all balances past our due date.

Global Design certifies that all products are in full compliance with all applicable CPSC rules

**BILL TO:**

**URBAN BRANDS**  
 Corporate Office  
 100 Metro Way  
 Secaucus, NJ 07094 USA

**SHIP TO:**

**UBI Ashley Stewart E-Commerce**  
 UBI WAREHOUSE-ASHLEY STEWART  
 100 Metro Way  
 Secaucus, NJ 07094 USA

DATE	SALESMAN	TERMS	CUSTOMER NO	SHIP VIA	PACKING SLIP #
05/05/2010	AS	NET45DAYS	URBANB	SEE ROUTING GUI	100843
DUE DATE	DEPT	ORDER NO.	SHIP TO	NO OF CARTONS	WEIGHT
06/19/2010	38	12326	URB09	3	150 lbs.

<b>SIZES</b>	O	12w	14w	16w	18w	20w	22w	24w	26w										

STYLE NO.	COLOR / DESC.																		QTY.	U/PRICE	AMOUNT
CS7442	WHIT	O	10	20	20	20	20	10	10	10									120	\$7.75	\$930.00
	SOLID SATEEN BOTTOM																				
CS7442	DAID	O	5	10	10	10	10	5	5	5									60	\$7.75	\$465.00
	SOLID SATEEN BOTTOM																				

<b>TOTAL QTY</b> 180	<b>REMIT TO:</b> <b>FASHION RIVER GROUP</b> 525 Seventh Avenue, Suite 2301 New York, New York 10018 Phone # 212-391-4479 Fax # 212-391-4497	<b>SUBTOTAL:</b>	\$1,395.00
		[+] INSURANCE:	
		[+] FREIGHT:	\$0.00
		<b>TOTAL</b>	<b>\$1,395.00</b>

THANK YOU FOR YOUR BUSINESS!!!

ORIGINAL

**FASHION RIVER GROUP**  
 525 Seventh Avenue, Suite 2301  
 New York, New York 10018  
 Phone # 212-391-4479  
 Fax # 212-391-4497



INVOICE		
Pg.	Date	Invoice No.
1	05/05/2010	300476
A service charge of 18% per annum may be charged on all balances past our due date.		
Global Design certifies that all products are in full compliance with all applicable CPSC rules		

**BILL TO:**

**URBAN BRANDS**  
 Corporate Office  
 100 Metro Way  
 Secaucus, NJ 07094 USA

**SHIP TO:**

**UBI Ashley Stewart E-Commerce**  
 UBI WAREHOUSE-ASHLEY STEWART  
 100 Metro Way  
 Secaucus, NJ 07094 USA

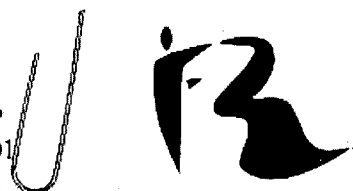
DATE	SALESMAN	TERMS	CUSTOMER NO	SHIP VIA	PACKING SLIP #													
05/05/2010	AS	NET45DAYS	URBANB	SEE ROUTING GUI	100840													
DUE DATE	DEPT	ORDER NO.	SHIP TO	NO OF CARTONS	WEIGHT													
06/19/2010	38	12323	URB09	129	5,730 lbs.													
SIZES		D	14W	16W	18W	20W	22W	24W										
STYLE NO.	COLOR / DESC.															QTY.	U/PRICE	AMOUNT
CS7442P	WEWH SOLID SATEEN BOTTOM	D	510	765	510	255	255	255								2550	\$8.50	\$21,675.00
CS7442P	SKWH SOLID SATEEN BOTTOM	D	510	765	510	255	255	255								2550	\$8.50	\$21,675.00
CS7442P	DIWH SOLID SATEEN BOTTOM	D	510	765	510	255	255	255								2550	\$8.50	\$21,675.00

TOTAL QTY 7,650	<b>REMIT TO:</b> <b>FASHION RIVER GROUP</b> 525 Seventh Avenue, Suite 2301 New York, New York 10018 Phone # 212-391-4479 Fax # 212-391-4497	SUBTOTAL:	\$65,025.00
		[+] INSURANCE:	
		[+] FREIGHT:	\$0.00
		<b>TOTAL</b>	<b>\$65,025.00</b>

THANK YOU FOR YOUR BUSINESS!!!

ABSOLUTELY NO RETURNS WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION. ALL CLAIMS MUST BE MADE WITHIN 30 DAYS AFTER DATE OF SALE.

**FASHION RIVER GROUP**  
 525 Seventh Avenue, Suite 2301  
 New York, New York 10018  
 Phone # 212-391-4479  
 Fax # 212-391-4497



ORIGINAL

**INVOICE**

Pg.	Date	Invoice No.
1	05/05/2010	300478
A service charge of 18% per annum may be charged on all balances past our due date.		
Global Design certifies that all products are in full compliance with all applicable CPSC rules		

**BILL TO:**  
**URBAN BRANDS**  
 Corporate Office  
 100 Metro Way  
 Secaucus, NJ 07094 USA

**SHIP TO:**  
**UBI Ashley Stewart E-Commerce**  
 UBI WAREHOUSE-ASHLEY STEWART  
 100 Metro Way  
 Secaucus, NJ 07094 USA

DATE	SALESMAN	TERMS	CUSTOMER NO	SHIP VIA	PACKING SLIP #
05/05/2010	AS	NET45DAYS	URBANB	SEE ROUTING GUI	100842
DUE DATE	DEPT	ORDER NO.	SHIP TO	NO OF CARTONS	WEIGHT
06/19/2010	38	12325	URB09	88	4,690 lbs.

<b>SIZES</b>	O	12w	14w	16w	18w	20w	22w	24w	26w						

STYLE NO.	COLOR / DESC.												QTY.	U/PRICE	AMOUNT
CS7442	WHIT	O	305	610	610	610	610	305	305	305			3660	\$7.75	\$28,365.00
	SOLID SATEEN BOTTOM														
CS7442	DAID	O	305	610	610	610	610	305	305	305			3660	\$7.75	\$28,365.00
	SOLID SATEEN BOTTOM														

<b>TOTAL QTY</b> 7,320	<b>REMIT TO:</b> <b>FASHION RIVER GROUP</b> 525 Seventh Avenue, Suite 2301 New York, New York 10018 Phone # 212-391-4479 Fax # 212-391-4497	<b>SUBTOTAL:</b>	\$56,730.00
		[+] INSURANCE:	
		[+] FREIGHT:	\$0.00
		<b>TOTAL</b>	<b>\$56,730.00</b>

THANK YOU FOR YOUR BUSINESS!!!  
 ABSOLUTELY NO RETURNS WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION. ALL CLAIMS MUST BE MADE WITHIN 7 DAYS AFTER RECEIPT OF GOODS

**FASHION RIVER GROUP**  
 525 Seventh Avenue, Suite 2301  
 New York, New York 10018  
 Phone # 212-391-4479  
 Fax # 212-391-4497



ORIGINAL

INVOICE		
Pg.	Date	Invoice No.
1	05/18/2010	300490

A service charge of 18% per annum may be charged on all balances past our due date.  
 Global Design certifies that all products are in full compliance with all applicable CPSC rules

**BILL TO:**

**URBAN BRANDS**  
 Corporate Office  
 100 Metro Way  
 Secaucus, NJ 07094 USA

**SHIP TO:**

**UBI Ashley Stewart E-Commerce**  
 UBI WAREHOUSE-ASHLEY STEWART  
 100 Metro Way  
 Secaucus, NJ 07094 USA

DATE	SALESMAN	TERMS	CUSTOMER NO	SHIP VIA	PACKING SLIP #											
05/18/2010	AS	NET45DAYS	URBANB	SEE ROUTING GUI	100845											
DUE DATE	DEPT	ORDER NO.	SHIP TO	NO OF CARTONS	WEIGHT											
07/02/2010	38	13088	URB09	61	3,356 lbs.											
SIZES		O	12w	14w	16w	18w	20w	22w	24w	26w						
STYLE NO.	COLOR / DESC.	O	307	609	603	600	615	304	303	307	QTY.	U/PRICE	AMOUNT			
CS7442	BLAC										3648	\$7.75	\$28,272.00			
SOLID SATEEN BOTTOM																

<b>TOTAL QTY</b> 3,648	<b>REMIT TO:</b> <b>FASHION RIVER GROUP</b> 525 Seventh Avenue, Suite 2301 New York, New York 10018 Phone # 212-391-4479 Fax # 212-391-4497	<b>SUBTOTAL:</b>	\$28,272.00
		[+] INSURANCE:	
		[+] FREIGHT:	\$0.00
		<b>TOTAL</b>	\$28,272.00

THANK YOU FOR YOUR BUSINESS!!!

ABSOLUTELY NO RETURNS WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION. ALL CLAIMS MUST BE MADE WITHIN 7 DAYS AFTER RECEIPT OF GOODS

**FASHION RIVER GROUP**  
 525 Seventh Avenue, Suite 2301  
 New York, New York 10018  
 Phone # 212-391-4479  
 Fax # 212-391-4497



ORIGINAL

**INVOICE**

Pg.	Date	Invoice No.
1	05/10/2010	300487

A service charge of 18% per annum may be charged on all balances past our due date.  
 Global Design certifies that all products are in full compliance with all applicable CPSC rules

**BILL TO:**

**URBAN BRANDS**  
 Corporate Office  
 100 Metro Way  
 Secaucus, NJ 07094 USA

**SHIP TO:**

**UBI Ashley Stewart E-Commerce**  
 UBI WAREHOUSE-ASHLEY STEWART  
 100 Metro Way  
 Secaucus, NJ 07094 USA

DATE	SALESMAN	TERMS	CUSTOMER NO	SHIP VIA	PACKING SLIP #											
05/10/2010	AS	NET45DAYS	URBANB	SEE ROUTING GUI	100844											
DUE DATE	DEPT	ORDER NO.	SHIP TO	NO OF CARTONS	WEIGHT											
06/24/2010	38	12327	URB09	194	4,850 lbs.											
SIZES		D	14W	16W	18W	20W	22W	24W								
STYLE NO.	COLOR / DESC.													QTY.	U/PRICE	AMOUNT
CS7442	SKDI SOLID SATEEN BOTTOM	D	581	864	585	294	296	292						2913	\$7.75	\$22,575.75
CS7442	WEOL SOLID SATEEN BOTTOM	D	564	885	580	293	292	292						2906	\$7.75	\$22,521.50

<b>TOTAL QTY</b> 5,819	<b>REMIT TO:</b> <b>FASHION RIVER GROUP</b> 525 Seventh Avenue, Suite 2301 New York, New York 10018 Phone # 212-391-4479 Fax # 212-391-4497	<b>SUBTOTAL:</b>	\$45,097.25
		[+] INSURANCE:	
		[+] FREIGHT:	\$0.00
		<b>TOTAL</b>	\$45,097.25

THANK YOU FOR YOUR BUSINESS!!!  
 ABSOLUTELY NO RETURNS WILL BE ACCEPTED WITHOUT WRITTEN AUTHORIZATION. ALL CLAIMS MUST BE MADE WITHIN 7 DAYS AFTER RECEIPT OF GOODS

BALLONSTOLLBADER & NADLER, P.C.

COUNSELLORS AT LAW

FOUNDED 1931

729 Seventh Avenue  
New York, NY 10019-6831  
Tel: 212-575-7900 Fax: 212-764-5060

[www.ballonstoll.com](http://www.ballonstoll.com)

Affiliate offices:  
Hackensack, New Jersey  
Philadelphia, Pennsylvania  
San Francisco, California  
Dubai - U.A.E.

Writer's Information

Dave Mcleod  
212.575.7900. Ext 3353  
[dmcleod@BallonStoll.Com](mailto:dmcleod@BallonStoll.Com)

October 27, 2010

VIA FEDERAL EXPRESS

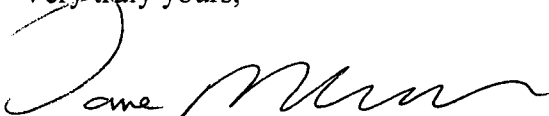
BMC Group, Inc  
Attn: Urban Brands Claims Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

Re: Urban Brands, Inc Case No. 10-13005-KJC

Gentlemen:

Enclosed herein, please find an original Proof of Claim and one full copy of same. Kindly return a received stamped copy in the enclosed return Federal Express Envelope also provided herein.

Very truly yours,



Dave Mcleod  
Law Clerk

Encl: