

UNITED STATES BANKRUPTCY COURT	District of Delaware	PROOF OF CLAIM
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Name of Debtor: URBAN BRANDS, INC.	Case Number: 10-13005
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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): ROCK-TENN COMPANY Name and address where notices should be sent: Rock-Tenn Company c/o Ted W. Hight III, Esq. 40 Technology Pkwy. South, Suite 300, Norcross, Georgia 30092 Telephone number: (770) 925-0111	<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;">NOV 02 2010</div> <div style="text-align: center; font-weight: bold; font-size: 1.2em;">BMC GROUP</div> <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: _____
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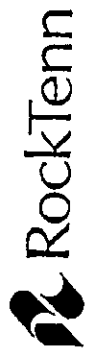
Name and address where payment should be sent (if different from above): Rock-Tenn Company c/o Brad Prince P.O. Box 4098, Norcross, Georgia 30091 Telephone number:	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
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1. Amount of Claim as of Date Case Filed: \$ <u>19,597.20</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 checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(2). 11 USC 503 (b) (9) Amount entitled to priority: <div style="text-align: right;">\$ <u>5,481.00</u></div>
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2. Basis for Claim: <u>Goods Sold</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: \$ _____	*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.
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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:	*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.
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Date: 11/01/2010	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. <div style="text-align: center;"> </div>	FOR COURT USE ONLY Urban Brands 00091
Ted W. Hight III - GA Bar No. 352798		



P O BOX 440
 DAYTON, NJ 08810-0440
 732-274-2500

Open Amy

SOLD TO

URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS

NJ
 07094

REMIT TO:

RockTenn
 Lockbox 9686
 PO Box 8500
 Philadelphia, PA
 19178-9686

SHIP TO-

URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS

07094

SALES AS SHOWN TO THE BUYER'S ORDER

INVOICE/RECEIPT NO	NET 60	INVOICE/RECEIPT NO			
4044076521		4044076521			
DATE	CUST.#	FDR PLANT	QUANTITY	PRICE	AMOUNT
07 07 10	6673 U7				
MANIFEST #	TEST / FLUTE	CUSTOMER P/O	QUANTITY	PRICE	AMOUNT
763833	40 ECT C	4085	4,415	840.00	3,708.60
PLEASE REMIT UPON RECEIPT NO STATEMENT WILL BE SENT					
6673 76521	72,525	5113,05277,05277	70,276	TOTAL	3,708.60

SALES SUBJECT TO TERMS AND CONDITIONS ON REVERSE SIDE-ORIGINAL INVOICE
 ROCKTENN SHALL ASSUME NO LIABILITY FOR STEEL AND RUBBER DIES HELD FOR MORE THAN ONE YEAR AFTER LAST USAGE

SIGN AND RETURN THIS COPY DRIVER'S RECEIPT

DAYTON
1 CORN ROAD
DAYTON NJ, NJ 08810
USA
732 274 2500




Delivery Receipt

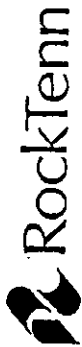
Receipt #: **76521**

Date: **7/3/2010**

BILL TO URBAN BRANDS INC 6673 100 METRO WAY SECAUCUS, NJ 07094		SHIP TO URBAN BRANDS INC 100 METRO WAY SECAUCUS, NJ 07094	
ACCOUNT #: 1326937		LOCATION #: 00	
TRAILER #: 53380	CPU LIC #:	CARRIER:	SHIP MODE: DEL
			LOAD #: 6718

Order#	Customer PO#	Qty Ordered	Description	Board	Units	Unit Summary	Qty	P/C
763833	4085	12000	Ident: UBI LARGE RSC Style: RSC Spec #: 132963	40 ECT C	35	34 125 1 165	4,415	C
			<p>UPPER MERCHANDISE MAY 10 2010 100 METRO WAY SECAUCUS, NJ 07094</p> <p>Date: <u>7-6-10</u> Qty: <u>35 units</u> Received By: <u>Hugo Medina</u> Time: <u>12:00</u> Comments: <u>UBI LARGE</u> <u>18 PALLETS (35 units)</u></p>			<p>STRAP OUT: <u>0</u> STRAP IN: <u>0</u></p>		

Pallets Shipped:	72,524	Total Units:	35	Total Weight:	8,558	Received in Good Order By:
Pallets Received:	RockTenn Shipping Signature:				Date Received:	
					Company:	



P O BOX 440
 DAYTON, NJ 08810-0440
 732-274-2500

Open Amy

SOLD TO

URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS

NJ
 07094

REMIT TO:

RockTenn
 Lockbox 9686
 PO Box 8500
 Philadelphia, PA
 19178-9686

SHIP TO-

SAME AS ABOVE TO THE EXTENT POSSIBLE

URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS
 07094

ROCKTENN INSTRUCTIONS		DATE	08:04:10	GUST.#	6673 U7	FOR PART	NET 60	INVOICE/RECEIPT NO.	4044077300
JOB #	DESCRIPTION	MANIFEST #	TEST / FLUTE	CUSTOMER P/O	QUANTITY	PRICE	AMOUNT		
132963 RSC	UBI LARGE RSC	764816	40 ECT C	4096	7,000	840.00	5,880.00		
PLEASE REMIT UPON RECEIPT NO STATEMENT WILL BE SENT									
6673-77800	114.989	5113.05277	05277	111,424		TOTAL	5,880.00		

SALES SUBJECT TO TERMS AND CONDITIONS ON REVERSE SIDE-ORIGINAL INVOICE
 ROCKTENN SHALL ASSUME NO LIABILITY FOR STEEL AND RUBBER OIES
 HELD FOR MORE THAN ONE YEAR AFTER LAST USAGE

SIGN AND RETURN THIS COPY DRIVER'S RECEIPT

DAYTON
 1 CORN ROAD
 DAYTON NJ, NJ 08810
 USA
 732 274 2500



Delivery Receipt


Receipt #: **77300**

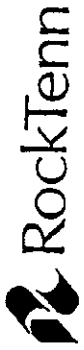
Date: **8/3/2010**

BILL TO URBAN BRANDS INC 6673 100 METRO WAY SECAUCUS, NJ 07094 ACCOUNT #: 1326937		SHIP TO URBAN BRANDS INC 100 METRO WAY SECAUCUS, NJ 07094 LOCATION #: 00	
TRAILER #: 531674	CPU LIC #:	CARRIER:	SHIP MODE: DEL
			LOAD #: 7261

Order#	Customer PO#	Qty Ordered	Description	Board	Units	Unit Summary	Qty	P/C
764816	4096	12000	Ident: UBI LARGE RSC Style: RSC Spec #: 132963	40 ECT C	56	56 125	7,000	P

Date: 8-3-10 56 units
 Received by: Hugo Lopez
 Time: 7:50
 Comments: UBI LARGE
20 PALLETS

Pallets Shipped:	114,987	Total Units:	Total Weight:	Received in Good Order By:
		56	13,569	
Pallets Received:	RockTenn Shipping Signature:		Date Received:	
			Company:	



P O BOX 440
 DAYTON, NJ 08810-0440
 732-274-2500

Open Amt

SOLD TO
 URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS
 NJ 07094

REMIT TO:
 RockTenn
 Lockbox 9686
 PO Box 8500
 Philadelphia, PA
 19178-9686

SHIP TO- SAME AS SOLD TO (SEE REMIT TO)
 URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS
 NJ 07094

INVOICE/RECEIPT NO.	NET 60	FOA PART	DATE	CUST.#	CUSTOMER P/O	QUANTITY	PRICE	AMOUNT
4044077301	60		08:04:10	6673	U7	5,390	840.00	4,527.60
JOB #	DESCRIPTION	MANIFEST #	TEST / FLUTE	DATE	CUST.#	QUANTITY	PRICE	AMOUNT
132963 RSC	UBI LARGE RSC	764816	40 ECT C	08:04:10	4096	5,390	840.00	4,527.60
PLEASE REMIT UPON RECEIPT NO STATEMENT WILL BE SENT								
6673-77B01	88-542	5113-05277-05277		85,797			TOTAL	4,527.60

ROCKTENN SHALL ASSUME NO LIABILITY FOR STEEL AND RUBBER DIES HELD FOR MORE THAN ONE YEAR AFTER LAST USAGE.

SALES SUBJECT TO TERMS AND CONDITIONS ON REVERSE SIDE-ORIGINAL INVOICE

SIGN AND RETURN THIS COPY DRIVER'S RECEIPT

DAYTON
 1 CORN ROAD
 DAYTON NJ, NJ 08810
 USA
 732 274 2500



Delivery Receipt

Receipt #: 77301
 Date: 8/3/2010

BILL TO URBAN BRANDS INC 6673 100 METRO WAY SECAUCUS, NJ 07094 ACCOUNT #: 1326937		SHIP TO URBAN BRANDS INC 100 METRO WAY SECAUCUS, NJ 07094 LOCATION #: 00	
TRAILER #: 531535	CPU LIC #:	CARRIER:	SHIP MODE: DEL
			LOAD #: 7262

Order#	Customer PO#	Qty Ordered	Description	Board	Units	Unit Summary	Qty	P/C
764816	4096	12000	Ident: UBI LARGE RSC Style: RSC Spec #: 132963	40 ECT C	43	42 125 1 140	5,390	C

*8-3-10 43 units
 Hugo Medina
 8:30
 Comments: UBI LARGE
 22 pallets*

Pallets Shipped:	88,540	Total Units:	43	Total Weight:	10,448	Received in Good Order By:
Pallets Received:	RockTenn Shipping Signature:				Date Received:	



Company:



P O BOX 440
 DAYTON, NJ 08810-0440
 732-274-2500

Open Aug

SOLD TO

URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS

NJ
 07094

REMIT TO:

RockTenn
 Lockbox 9686
 PO Box 8500
 Philadelphia, PA
 19178-9686

SHIP TO-

URBAN BRANDS INC
 100 METRO WAY
 SECAUCUS

07094

INVOICE/RECEIPT NO	NET 60	FOA PLANT	PRICE	AMOUNT
4044078437				
DATE 09 16 10	CUST.# 6673 UT	TEST / FLUTE	CUSTOMER P/O	QUANTITY
MANIFEST #	766263	40 ECT C	VERBAL	6,525
DESCRIPTION	UBI LARGE RSC			840.00
PLEASE REMIT UPON RECEIPT NO STATEMENT WILL BE SENT				
5673 78437	107.186	5113 05277 05277	103,863	TOTAL 5,481.00

ROCKTENN SHALL ASSUME NO LIABILITY FOR STEEL AND RUBBER DIES HELD FOR MORE THAN ONE YEAR AFTER LAST USAGE

SALES SUBJECT TO TERMS AND CONDITIONS ON REVERSE SIDE-ORIGINAL INVOICE

SIGN AND RETURN THIS COPY DRIVER'S RECEIPT

DAYTON
1 CORN ROAD
DAYTON NJ, NJ 08810
USA
732 274 2500



Delivery Receipt


Receipt #: **78437**

Date: **9/14/2010**

BILL TO URBAN BRANDS INC 6673 100 METRO WAY SECAUCUS, NJ 07094		SHIP TO URBAN BRANDS INC 100 METRO WAY SECAUCUS, NJ 07094	
ACCOUNT #: 1326937		LOCATION #: 00	
TRAILER #: 531383	CPU LIC #:	CARRIER:	SHIP MODE: DEL
			LOAD #: 8072

Order#	Customer PO#	Qty Ordered	Description	Board	Units	Unit Summary	Qty	PIC
763263	VERBAL	6000	Ident: UBI LARGE RSC Style: RSC Spec #: 132963	40 ECT C	52	51 125 1 150	6,525	C

STRAP OUT:
STRAP IN:

Pallets Shipped: 26	107,185	Total Units: 52	Total Weight: 12,648	Received in Good Order By: OSCAR CRUZ
Pallets Received: 26	RockTenn Shipping Signature:		Date Received: 9/15/10	
			Company: Urban Brands	

THOMPSON | O'BRIEN

Thompson O'Brien Kemp & Nasuti, P.C. | Attorneys at Law

Author's email: thight@tokn.com

November 1, 2010

R. Michael Thompson
J. Patrick O'Brien
Albert F. Nasuti
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Aaron M. Kappler
Kevin S. Kovalchik
Kimber C. Kwiatkowski
Erin R. Moore
Michael B. Pugh
Jeremy B. Ross
David C. Whitridge (GA, VA, WV & MD)

OF COUNSEL

John E. Underwood

Via Federal Express Overnight Delivery

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

Re: Urban Brands, Inc.
Chapter 11 Case No. 10-13005
Our File No. 4779.00082

Dear Sir/Madame:

Enclosed herewith you will find the original and one copy of the Proof of Claim for filing on behalf of Rock-Tenn Company in the above referenced matter. Please stamp the copy "filed" and return it to my office in the enclosed self addressed stamped envelope.

I appreciate your assistance. Upon receipt, should you have any questions or concerns, please call.

Very truly yours,

THOMPSON, O'BRIEN, KEMP & NASUTI, P.C.



Ted W. Hight III

TWH:ssm
Enclosures