

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
URBAN BRANDS, INC., <u>et al.</u>,	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Hearing Date: December 17, 2010 at 10:00 a.m. (EST)
	)	Obj. Deadline: December 10, 2010 at 4:00 p.m. (EST)

**MOTION OF TWO-ONE-TWO NEW YORK, INC. FOR ALLOWANCE AND
PAYMENT OF ADMINISTRATIVE EXPENSE PURSUANT TO 11 U.S.C. § 503(b)(9)**

Two-One-Two New York, Inc. (the "Claimant"), by and through its undersigned counsel, hereby files this Motion For Allowance and Payment of Administrative Expense Pursuant to 11 U.S.C. § 503(b)(9) (the "Motion"). In support of the Motion, the Claimant states as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B).

2. The statutory predicates for the relief requested herein are sections 503(b)(9) and 507(a)(2) of title 11 of the United States Code (the "Bankruptcy Code").

Background

3. The above captioned debtors (the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on September 21, 2010 (the "Petition Date").

4. During the twenty (20) days prior to the Petition Date, Claimant sold goods in the amount of \$91,150.00, identified on the invoices attached hereto as **Exhibit A**, to the Debtors on credit in the ordinary course of the Debtors' business (the "Goods").

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5. As of the date of this Motion, the Claimant has not received payment for any of the Goods.

6. And, timing of payment for the Goods is not certain at this time, as the Asset Purchase Agreement (the "APA"), entered into between the Debtors and New Ashley Stewart, LLC ("New Ashley") on September 21, 2010, leaves payment of Claimant's administrative expense in flux.

7. Sections 2.1 (c) & (i) of the APA expressly provide that all open purchase orders with suppliers related to Inventory¹, supplies, and materials of the Selling Entities are within the Acquired Assets. Further, under section 2.3 (d) of the APA, assumed liabilities consist of "the Liabilities of the Selling Entities arising in the ordinary course of business under purchase orders with suppliers open as of the Closing Date for which the Buyer expressly agrees to accept delivery of the goods under such purchase orders post-Closing."

8. However, section 2.4 (m) of the APA excludes, "any other Liability of the Selling Entities that arises in relation to the period prior to the Closing and is not expressly included among the Assumed Liabilities."

9. The above referenced provisions do not make clear when Claimant's administrative expense claim for the Goods will be paid.

10. Accordingly, Claimant, through its Motion, seeks immediate payment of its administrative expense pursuant to 503(b)(9).

¹ All capitalized terms, not otherwise defined herein, are given the meaning as set forth in the APA.

Relief Requested

11. By this Motion, the Claimant respectfully requests that this Court grant the Claimant an allowed administrative expense in the amount of \$91,150.00 for the Goods pursuant to section 503(b)(9) of the Bankruptcy Code and order immediate payment thereof.

LEGAL ARGUMENT

12. Section 503(b) of the Bankruptcy Code provides, in pertinent part, that after notice and a hearing, there shall be an allowed administrative expense for:

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

11 U.S.C. § 503(b)(9); *see In re Goody's Family Clothing Inc.*, 401 B.R. 131, 133 (Bankr. D. Del. 2009); *see also In re Dana Corp.*, 367 B.R. 409, 415 (Bankr. S.D.N.Y. 2007). Administrative claims under section 503(b)(9) of the Bankruptcy Code are granted priority pursuant to section 507(a)(2) of the Bankruptcy Code. 11 U.S.C. § 507(a)(2).

13. As evidenced by the invoices attached hereto as Exhibit A, the Claimant provided the Goods valued in the aggregate amount of \$91,150.00 to the Debtor during the twenty (20) days prior to the Petition Date. Such Goods were provided on credit in the ordinary course of business of the Debtors, and the Debtors have not yet paid for the Goods. Therefore, the Claimant is entitled to an administrative expense for the Goods under section 503(b)(9) of the Bankruptcy Code.

14. The Claimant seeks immediate payment of such claim.

15. Nothing contained herein should be construed as a waiver of the Claimant's right to, among other things, file a proof of claim at a later date for amounts not contemplated herein.

WHEREFORE, the Claimant respectfully requests that this Court enter an order (i) granting Claimant an allowed administrative expense under section 503(b)(9) in the amount of \$91,150.00, (ii) ordering the Debtors to make immediate payment to Claimant of such \$91,150.00; and (iii) granting such other relief as is just and proper.

Respectfully submitted by:

SAUL EWING LLP

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November 5, 2010

Counsel for Two-One-Two New York, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 11
)
URBAN BRANDS, INC., <u>et al.</u>,	) Case No. 10-13005 (KJC)
)
Debtors.	) Jointly Administered
)
	) Hearing Date: December 17, 2010 at 10:00 a.m. (EST)
	) Obj. Deadline: December 10, 2010 at 4:00 p.m. (EST)

NOTICE OF MOTION

TO: PARTIES ON THE ATTACHED SERVICE LIST

PLEASE TAKE NOTICE that on November 5, 2010, Two-One-Two New York, Inc. ("Claimant"), by and through its undersigned counsel, filed the **Motion of Two-One-Two New York, Inc. for Allowance and Payment of Administrative Expense Pursuant to 11 U.S.C. § 503(b)(9)** (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be made in writing, filed with the Clerk of the Bankruptcy Court, and served upon the undersigned counsel for the Claimant, so as to actually be received by or before **December 10, 2010 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that if any objections or responses are received in accordance with the procedures set forth herein, a hearing with respect to the Motion will be held on **December 17, 2010 at 10:00 a.m. (Eastern Standard Time)** before the Honorable Kevin J. Carey, United States Bankruptcy Judge, at the United States Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom #5, Wilmington, Delaware 19801.

IF NO OBJECTION OR RESPONSE TO THE MOTION IS TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Respectfully submitted by:

SAUL EWING LLP

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Teresa K.D. Carrier, Esquire (DE Bar No. 3080)

Michael J. Farnan, Esquire (DE Bar No. 5165)

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P.O. Box 1266

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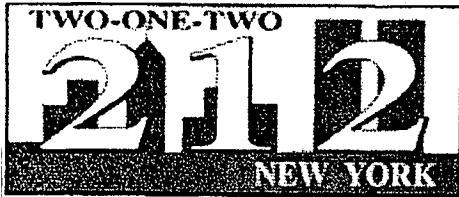
Telephone: (302) 421-6895

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November 5, 2010

Counsel for Two-One-Two New York, Inc.

EXHIBIT A



TWO-ONE-TWO NEW YORK
 1410 BROADWAY, SUITE 2104
 NEW YORK, NY 10018
 TEL: (212) 840-8665 FAX: (212) 840-2529

Invoice# 109322

**Bill To: URBAN BRANDS / ASHLEY STEWART (ASHLEY
 C/O MERCHANDISE PAYABLES DEPT.
 P.O. BOX 2518
 SECUACUS, N.J. 07096-2518**

**Ship To: ASHLEY STEWART DIST
 CRT.
 100 METRO WAY
 SECAUCUS, N.J. 07094**

Date	09/07/10	Terms	NET 45 +4% WHS 2%	Sales Rep(s)	DIERDRE AMEDEO	Dept#	42
PO#	14705	Ship Via	METRO 122 CTNS		MARA SIMON	FOB	PREPAID
D&B#	04-778-6285	Vendor#	4902			Pick Tkt(s)	107502

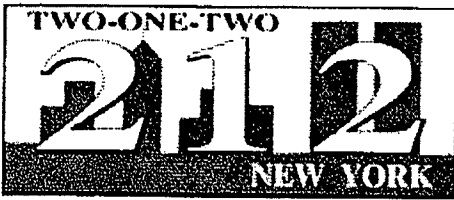
Style	Description	Color	X	1X	2X	3X	4X	Total	Unit	Prc	Amount
10529 W	3x3 RIBBED RECTANGLE MOCK NK PONCHO	BLACK			1,456			1,456	\$12.50		\$18,200.00
10529 W	3x3 RIBBED RECTANGLE MOCK NK PONCHO	STEEL GREY			1,212			1,212	\$12.50		\$15,150.00
10529 W	3x3 RIBBED RECTANGLE MOCK NK PONCHO	LOUNGE LIZARD			1,194			1,194	\$12.50		\$14,925.00
Totals:					3,862			3,862			\$48,275.00

Comments:

2 PC PPK
 ONE SIZE

SHORTAGES AND DAMAGES: Inspect all shipments promptly upon receipt of goods. Any shortages, errors, or merchandise defects must be reported to Customer Service within 5 business days of receipt of goods.

RETURNS: All requests for return authorization must be made within 5 days of receipt of goods. Returns will be examined upon receipt and credit will be issued as follows: Full credit will be issued for any merchandise determined to have a manufacture defect. No credit will be issued for merchandise determined to have been damaged by improper use or care of, or for which no defect can be found. Display merchandise will not be credited. A Return Authorization number must appear on the outside of the package or it will be refused and returned to the customer.



TWO-ONE-TWO NEW YORK
 1410 BROADWAY, SUITE 2104
 NEW YORK, NY 10018
 TEL: (212) 840-8665 FAX: (212) 840-2529

Invoice# 109323

**Bill To: URBAN BRANDS / ASHLEY STEWART (ASHLEY
 C/O MERCHANDISE PAYABLES DEPT.
 P.O. BOX 2518
 SECUACUS, N.J. 07096-2518**

**Ship To: ASHLEY STEWART DIST
 CRT.
 100 METRO WAY
 SECAUCUS, N.J. 07094**

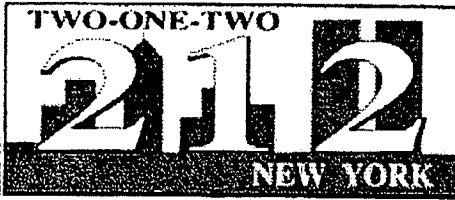
Date	09/07/10	Terms	NET 45 +4% WHS 2%	Sales Rep(s)	DIERDRE AMEDEO	Dept#	42
PO#	14787	Ship Via	METRO 5 CTNS		MARA SIMON	FOB	PREPAID
D&B#	04-778-6285	Vendor#	4902			Pick Tkt(s)	107503

Style	Description	Color	X	1X	2X	3X	4X	Total	Unit	Pro	Amount
10529 W	3x3 RIBBED RECTANGLE MOCK NK PONCHO	BLACK			78			78	\$12.50		\$975.00
10529 W	3x3 RIBBED RECTANGLE MOCK NK PONCHO	STEEL GREY			52			52	\$12.50		\$650.00
Totals:					130			130			\$1,625.00

Comments: E COMM
 ONE SIZE

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TWO-ONE-TWO NEW YORK
 1410 BROADWAY, SUITE 2104
 NEW YORK, NY 10018
 TEL: (212) 840-8665 FAX: (212) 840-2529

Invoice# 109324

**Bill To: URBAN BRANDS / ASHLEY STEWART (ASHLEY
 C/O MERCHANDISE PAYABLES DEPT.
 P.O. BOX 2518
 SECUACUS, N.J. 07096-2518**

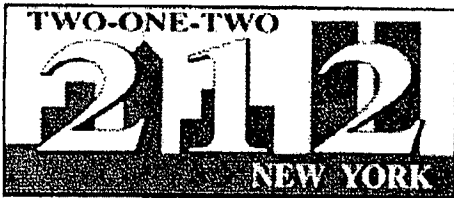
**Ship To: ASHLEY STEWART DIST
 CRT.
 100 METRO WAY
 SECAUCUS, N.J. 07094**

Date	09/07/10	Terms	NET 45 +4% WHS 2%	Sales Rep(s)	DIERDRE AMEDEO	Dept#	42
PO#	14706	Ship Via	METRO 102 CTNS		MARA SIMON	FOB	PREPAID
D&B#	04-778-6285	Vendor#	4902			Pick Tkt(s)	107500

Style	Description	Color	X	1X	2X	3X	4X	Total	Unit Prc	Amount
10517 W	3x3 RIBBED 3 CLR BLOCK MOCK NK PONCHO	BLK/STEEL/LT GREY			1,836			1,836	\$12.50	\$22,950.00
10517 W	3x3 RIBBED 3 CLR BLOCK MOCK NK PONCHO	LOUNGE LIZARD COMBO			1,404			1,404	\$12.50	\$17,550.00
Totals:					3,240			3,240		<u>\$40,500.00</u>

Comments:
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SHORTAGES AND DAMAGES: Inspect all shipments promptly upon receipt of goods. Any shortages, errors, or merchandise defects must be reported to Customer Service within 5 business days of receipt of goods.
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TWO-ONE-TWO NEW YORK
 1410 BROADWAY, SUITE 2104
 NEW YORK, NY 10018
 TEL: (212) 840-8665 FAX: (212) 840-2529

Invoice# 109325

**Bill To: URBAN BRANDS / ASHLEY STEWART (ASHLEY
 C/O MERCHANDISE PAYABLES DEPT.
 P.O. BOX 2518
 SECUACUS, N.J. 07096-2518**

**Ship To: ASHLEY STEWART DIST
 CRT.
 100 METRO WAY
 SECAUCUS, N.J. 07094**

Date	09/07/10	Terms	NET 45 +4% WHS 2%	Sales Rep(s)	DIERDRE AMEDEO	Dept#	42
PO#	14788	Ship Via	METRO 2 CTNS		MARA SIMON	FOB	PREPAID
D&B#	04-778-6285	Vendor#	4902			Pick Tkt(s)	107501

Style	Description	Color	X	1X	2X	3X	4X	Total	Unit	Prc.	Amount
10517 W	3x3 RIBBED 3 CLR BLOCK MOCK NK PONCHO	BLK/STEEL/LT GREY			60			60	\$12.50		\$750.00
Totals:					60			60			<u>\$750.00</u>

*Comments: F COMM
 1 SIZE*

SHORTAGES AND DAMAGES: Inspect all shipments promptly upon receipt of goods. Any shortages, errors, or merchandise defects must be reported to Customer Service within 5 business days of receipt of goods.

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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
URBAN BRANDS, INC., <u>et al.</u>,	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Related to Docket No. _____
)	

**ORDER ALLOWING ADMINISTRATIVE EXPENSE
PURSUANT TO 11 U.S.C. § 503(b)(9)**

Upon the Motion of Two-One-Two New York, Inc. for Allowance and Payment of Administrative Expense Pursuant to 11 U.S.C. §§ 503(b)(9) (the "Motion"); and due and adequate notice of the Motion having been given based on the circumstances; and sufficient cause appearing for granting the relief requested in the Motion;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in its entirety.
2. Two-One-Two New York, Inc. is granted an allowed administrative expense pursuant to section 503(b)(9) of the Bankruptcy Code in the amount of \$91,150.00.
3. The Debtors shall make immediate payment of \$91,150.00 to Two-One-Two New York, Inc.

The Honorable Kevin J. Carey
United States Bankruptcy Judge

Dated: _____, 2010

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
URBAN BRANDS, INC., <u>et al.</u>,	)	Case No. 10-13005 (KJC)
Debtors.	)	Jointly Administered
)	
)	

CERTIFICATE OF SERVICE

I, Michael J. Farnan, hereby certify that on November 5, 2010, I caused a copy of the foregoing **Motion of Two-One-Two New York, Inc. for Allowance and Payment of Administrative Expense Pursuant to 11 U.S.C. § 503(b)(9)** to be served on the parties set forth on the attached service list in the manner indicated therein.

SAUL EWING LLP

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