

occupies 100% of the building, it is obligated to pay 100% of the Real Estate Taxes and Operating Expenses.

2. On September 21, 2010, (the "Petition Date"), Urban Brands, Inc. and its affiliates, including ASNJ, (as used herein, collectively the "Debtors"), filed for bankruptcy protection pursuant to Chapter 11 of Title 11 of the United States Code. Accordingly, ASNJ owes "stub rent" for the period of time from the Petition Date through the end of the month of September 2010. See In re Goody's Family Clothing Inc., 610 F.3d 812 (3rd Cir. 2010).

3. The Stub Rent owed by ASNJ to Landlord is in the following amount, as shown on the Statement of Unpaid Charges attached hereto as Exhibit A:

- i. Fixed Rent: \$29,970.96
- ii. Common Area Maintenance (Operating Expenses): \$334.11
- iii. Real Estate Taxes: \$7,029.56
- iv. Interest on late payment of 3rd quarter Real Estate Taxes: \$204.70
- v. Additional Charges: \$1,002.83

Total Stub Rent(i through v): \$38,542.16

4. Section 503(b)(1)(A) of the Bankruptcy Code provides that "[a]fter notice and a hearing, there shall be allowed, administrative expenses...including the actual, necessary costs of preserving the estate." 11 U.S.C. §503(b)(1)(A). Here, a benefit to the estate certainly was (and continues to be) conferred on the estate by the post-petition use of the Demised Premises. Indeed, the Debtors' main corporate offices are situated in and operated out of the Demised Premises and thus without the Demised Premises the Debtors could not have continued to operate post-petition. By keeping the Lease in effect post-petition, the Debtors were (and continue to be) able to maintain their business. See Goody's, supra, 610 F.3d at 819 (the unpaid

“stub rent” is an actual and necessary cost of preserving the estate and thus entitled to administrative priority); In the Matter of Zagata Fabricators, Inc., 893 F.2d 624, 627 (3d Cir. 1990) (“There is no question, of course, that the payment of rent for the use and occupancy of real estate ordinarily counts as an ‘actual, necessary’ cost to which a landlord, as a creditor, is entitled”); In re DVI, Inc., 308 B.R. 703, 708 (Bankr. D.Del. 2004) (“a landlord is entitled to an administrative claim in the amount of the fair market value of the premises when a debtor occupies and uses them post-petition”); In re ZB Co., Inc., 302 B.R. 316, 319 (Bankr. D.Del. 2003) (same); In re HQ Global Holdings, Inc., 282 B.R. 169, 173 (Bankr. D.Del. 2002) (same).

5. Therefore, under well-settled precedent, Landlord is entitled to an administrative claim for the Stub Rent pursuant to 11 U.S.C. §503(b)(1)(A). As shown above, the dollar amount of Landlord’s Stub Rent claim is \$38,542.16. Landlord is entitled to an administrative claim in this amount because “there is a presumption that the lease rate is fair market value...” In re DVI, Inc., *supra*, 308 B.R. at 707-08; In re ZB Co., Inc., *supra*, 302 B.R. at 319 (same). Payment should be made at such time as all other administrative claims are paid.¹

[Remainder of page intentionally left blank]

¹ Of course, in the event that the Debtors elect to assume the Lease, then the Debtors will be required to immediately pay in full all pre-petition and post-petition obligations owed to date, including, without limitation, the Stub Rent. Section 365(b)(1) requires the Debtors to cure any and all defaults under the Lease upon assumption. In addition to payment in full of all defaults under the Lease, the Debtors must also provide adequate assurance of future performance under the Lease. 11 U.S.C. 365(b)(1)(C).

CONCLUSION

WHEREFORE, for the reasons set forth above, Landlord respectfully submits that it is entitled to an administrative claim for Stub Rent in the amount of \$38,542.16 pursuant to 11 U.S.C. §503(b)(1)(A), as well as such other and further relief as the court may deem just and proper.

Dated: November 8, 2010
Wilmington, DE

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Counsel for Hartz Mountain Metropolitan

EXHIBIT A

HARTZ METROPOLITAN

**ASNJ 10, Inc.
100 Metro Way
Secaucus, NJ 07094
STUB RENT**

**Filed Bankruptcy 9/21/2010 in Delaware
Lease Expires - 12/31/2015**

Date	Description	Charges
09/01/10	cam - operating costs (09/2010) (\$1,002.34/30 x 10)	334.11
09/01/10	gas (09/2010) (\$363.37/30 x 10)	121.12
09/01/10	interest income (09/2010) (\$244.25/30 x 10)	81.42
09/01/10	fixed rent (09/2010) (\$33,564.38/30 x 10)	11,188.13
09/01/10	fixed rent (09/2010) (\$36,552.75/30 x 10)	12,184.25
09/01/10	fixed rent (09/2010) (\$19,795.75/30 x 10)	6,598.58
09/23/10	Landscaping 8/10 + 15% o/h	602.03
09/23/10	Elevator maintenance 9/10 + 15% o/h	198.26
	3rd Quarter Real Estate Taxes \$64,671.99 9/21 - 9/30/10 \$64,671.99/92 days x 10 days	7,029.56
	Interest on late payment of 3rd quarter real estate taxes \$1,883.24/92 days x 10 days(9/21-9/30/10)	204.70
	TOTAL STUB RENT DUE	<u>38,642.16</u>

Invoice

HARTZ METROPOLITAN

Fed ID# 22-2196720
P.O Box 35251
Newark, NJ 07193-5251

Account : se100met - 0101 - asnj10
Date : 09/01/2010
Payment : \$ _____

ASNJ 10, INC.
100 METRO WAY
SECAUCUS, NJ 07094

Date	Description	Charge Control Number	Charges	Balance
09/01/10	(asnj103) fixed rent (09/2010)	590268	19,795.75	19,795.75
09/01/10	(asnj102) fixed rent (09/2010)	590267	36,552.75	56,348.50
09/01/10	fixed rent (09/2010)	590266	33,564.38	89,912.88
09/01/10	interest income (09/2010)	590265	244.25	90,157.13
09/01/10	gas (09/2010)	590264	363.37	90,520.50
09/01/10	0 - cam - operating costs (09/2010)	590263	1,002.34	91,522.84

HARTZ METROPOLITAN

Fed ID# 22-2196720
P.O Box 35251
Newark, NJ 07193-5251

Invoice

Account: se100met - 0101 - asnj10

Date: 09/23/10

Payment: _____

ASNJ 10, INC.
100 METRO WAY
SECAUCUS, NJ 07094

RETURN TOP PORTION WITH PAYMENT

**A fee will be
charged on any
returned checks.**

Date	Description	Control #	Charges	Balance
9/23/2010	Landscaping 8/10 + 15.00% o/h	C-594711	\$602.03	\$602.03
9/23/2010	Elevator maintenance 9/10 + 15.00% o/h	C-594712	\$198.26	\$800.29

Invoice Amount

\$800.29

BEST LANDSCAPING SERVICE, INC.
 123 Huber Street
 Secaucus, NJ 07094
 201-852-1936

Invoice

DATE	INVOICE NO.
9/1/2010	9424

BILL TO
Hartz Mountain Industries Property Management 400 Plaza Dr Secaucus N.J. 07094-3688

TERMS	DUE DATE
	9/1/2010

DESCRIPTION	AMOUNT
LANDSCAPING MAINTENANCE for 100 Metro Way location PO#123013415001 for August CONTROL # _____ REC'D A/P <u>SEP - 2 2010</u> VENDOR CODE <u>BESTLAND</u> PO# <u>13415001</u> CODE <u>SEISSMET 6005-2.000</u> EXT. CHECKED <u>[Signature]</u> FOWD FOR APPROVAL <u>[Signature]</u> OFFICE _____ DEPT. HEAD _____ PAY DATE _____	489.25T
	Sales Tax (7.0%) \$34.25
	Total \$523.50

201-852-1936

CESCO - Clifton Elevator Service Co., Inc.
 4401 South Clinton Avenue
 South Plainfield, NJ 07080
 Tel: (808) 561-7077; 24hrs: (973) 772-6900
 Fax: (908) 561-5950

INVOICE

Invoice #
39423

Bill To: Hartz Mountain Industries
 400 Plaza Drive
 PO Box 1515
 Secaucus, NJ 07096-1515

Account: 100 Metro Way
 100 Metro Way
 Secaucus, NJ 07096-1515
Account #: 100METRO

Date	Sep 01,2010	Terms	Net 30 Days	Job #	157
Inv #	39423	PO #	123012548001	Type	Maintenance

Quantity	Description	Taxable	Price	Amount
1.00	Regular Service	Yes	161.12	\$161.12
CONTROL # _____ REC'D A/P <u>SEP - 2 '10</u> VENDOR CODE <u>CESCO</u> PO # _____ CODE _____ EXT. CHECKED <u>[Signature]</u> FOW'D FOR APPROVAL <u>[Signature]</u> OFFICE _____ DEPT. HEAD _____ DATE _____				

Invoice for scheduled maintenance for the period of September, 2010 per your contract.	Taxable	\$161.12
	Non-Taxable	\$0.00
	Sub-Total	\$161.12
	Sales Tax	\$11.28
	TOTAL	\$172.40

Page 1

PLEASE CUT THIS PORTION AND RETURN WITH PAYMENT



CESCO - Clifton Elevator Service Co., Inc.
 4401 South Clinton Avenue
 South Plainfield, NJ 07080

Account # 100METRO
 100 Metro Way
Invoice # 39423
Amount \$ 172.40
Paid \$

HARTZ METROPOLITAN

Fed ID# 22-2196720
P.O Box 35251
Newark, NJ 07193-5251

Invoice

Account: se100met - 0101 - asnj10

Date: 10/02/10

Payment: _____

ASNJ 10, INC.
100 METRO WAY
SECAUCUS, NJ 07094

RETURN TOP PORTION WITH PAYMENT

**A fee will be
charged on any
returned checks.**

Date	Description	Control #	Charges	Balance
10/2/2010	Real Estate Taxes 3rd Quarter 2010	C-595494	\$67,161.70	\$67,161.70

Invoice Amount
\$67,161.70

HARTZ MOUNTAIN METROPOLITAN - ASNJ 10, INC.
2010 3RD QTR REAL ESTATE TAXES
SE100MET - ASNJ10

BLOCK 24
LOT 3

2010 3RD QTR REAL ESTATE TAXES	\$ 64,671.99
INTEREST THRU 10/19/10	<u>2,489.71</u>
TOTAL TAXES AND INTEREST DUE	67,161.70
TENANT'S PERCENTAGE	<u>100%</u>
TENANT'S SHARE	<u>\$ 67,161.70</u>

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT
MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER
NOTICE OR HEARING.

Dated: November 8, 2010
Wilmington, DE

McCARTER & ENGLISH, LLP

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Counsel for Hartz Mountain Metropolitan

**PROPOSED FORM
OF ORDER**

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

In re: URBAN BRANDS, INC., <i>et al.</i> , Debtors.	: : : : : : : : : : :	Chapter 11 Case No. 10-13005 (KJC) (Jointly Administered) Related Docket No. ____
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**ORDER APPROVING HARTZ MOUNTAIN METROPOLITAN'S MOTION FOR
ALLOWANCE AND PAYMENT OF STUB RENT PURSUANT TO 11 U.S.C. §503(b)(1)(A)**

THIS MATTER having come before the Court on the motion of Hartz Mountain Metropolitan (hereinafter "Hartz"), for allowance and payment of Stub Rent pursuant to 11 U.S.C. § 503(b)(1)(A) (the "Motion"); and the Court having reviewed the Motion, being advised in the premises, finding that notice was properly given and no objections received, that it has jurisdiction, and that good cause exists to grant the motion:

IT IS HEREBY ORDERED that Hartz's motion is GRANTED; and

IT IS FURTHER ORDERED that Hartz is hereby granted an allowed administrative expense claim for Stub Rent in the amount of \$38,542.16 pursuant to 11 U.S.C. §503(b)(1)(A) with payment to be made at such time as all other administrative expense claims are paid and/or upon further order of the Court.

Date: _____, 2010

The Honorable Kevin J. Carey
United States Bankruptcy Judge

CERTIFICATE OF SERVICE

I, Katharine L. Mayer, hereby certify that on the 8th day of November, 2010, I caused a true and correct copy of the foregoing *Hartz Mountain Metropolitan's Motion for Allowance and Payment of Stub Rent Pursuant to 11 U.S.C. §503(b)(1)(a)* to be served upon the below listed counsel by U.S. Mail, postage pre-paid, or in the manner so indicated.

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