

UNITED STATES BANKRUPTCY COURT		District of Delaware	PROOF OF CLAIM
Name of Debtor: URBAN BRANDS, INC., et al.		Case Number: 10-13005; 10-13006; 10-13016	
<i>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.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): ALL FASHIONS CLOTHING INC a/k/a MILEAGE NYC INC.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: c/o Pitnick & Margolin, LLP 6800 Jericho Turnpike, Suite 206W Syosset, New York 11791		Court Claim Number: _____ (If known)	
Telephone number: (516) 921-3838		Filed on: _____	
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.	
Telephone number:		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ <u>25,665.00</u>		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.	
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.		Specify the priority of the claim.	
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.		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
2. Basis for Claim: <u>Goods sold</u> (See instruction #2 on reverse side.)		<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).	
3. Last four digits of any number by which creditor identifies debtor: <u>0047</u>		<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).	
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<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).	
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.		<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).	
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)().	
Describe:		Amount entitled to priority: \$ _____ <small>*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.</small>	
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:			
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.		
Jeffrey Rosenberg (JR0858), As Attorney for Claimant All Fashions Clothing Inc. a/k/a Mileage NYC Inc		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> FOR COURT USE ONLY RECEIVED CLERK CLERK CLERK DISTRICT COURT OF DELAWARE 2010 NOV 5 AM 10:18 LED </div>	

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.

Urban Brands



00140

BMC

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

MILEAGE NYC, INC.
 1407 BROADWAY SUITE 906
 NEW YORK , NY 10018
 PHONE: (212) 575-6877
 FAX: (212) 764-7146

INVOICE

INVOICE # 0047
 DATE : 05/07/10

Bill To:
 UBI CORPORATE OFFICE - ASHLEY
 STEWART
 100 METRO WAY
 SECAUCUS, NJ 07094

Ship To:
 UBI WAREHOUSE - ASHLEY STEWART
 100 METRO WAY
 SECAUCUS, NJ 07094

P.O. #	DUNS. #	SALES REP.	DEPT.	SHIP VIA	TERMS
12112	60-078-3941	MIKE	10 DRESSES P	D J TRUCKING	NET 45

ORDER QTY.	STYLE NO.	SHIP QTY.	DESCRIPTION	UNIT PRICE	TOTAL
1710	2436SCX	1770	BLUE CHAMBREY NAVY/WHT ST	14.50	25,665.00

SUB TOTAL	25,665.00
FREIGHT	
BALANCE	25,665.00

URBAN BRANDS

100 Metro Way
Secaucus, NJ 07094
201-319-9093 • Fax 201-319-9097

ASHLEY STEWART
 e-Committee
 MARIANNE
 e-commerce

Bill To:
Corporate Office
100 Metro Way
Secaucus, NJ 07094
United States of America

1. This purchase order must appear on:
 - a. All documents
 - b. Each individual carton
 - c. Each individual carton
2. Refer to our Pricing & Shipping guide for all Urban Brands requirements.
3. This purchase order is your agreement to pay any and all charges related to your failure to comply with all requirements listed in the Urban Brands Pricing & Shipping Guide.
4. Packing slip must be enclosed with all shipments.
5. This purchase order is expressly conditioned upon the acceptance by vendor of the terms and conditions that appear on the face and reverse sides hereof. Production sample must be submitted for approval prior to delivery free of charge.

PURCHASE ORDER
 ORIGINAL ORDER
 CONFIRMING ORDER

Ship To:
H Warehouse - Ashley Stewart
10 Metro Way
Secaucus, NJ 07094
United States of America

Vendor: 24554
KILEAGE NYC, INC.
1407 BROADWAY, SUITE 905
NEW YORK, NY 10018
United States of America

Entry Date- 12/28/09
To Be Received After- 4/05/10
To Be Received Before- 4/07/10

Notes - PT AS LABELS SHIP FLAT NOHNGR 1X-3X(231)

URBAN BRANDS

Order Style	Style Number	Description	CLF	Cde	PP Orde	Total Qty
ayer - 204 DIANA RAMIREZ						
opt - 10 Dresses P						
up Dpt - *ALL						
Class - *ALL						
Order Style	10 EDK + 30	Description	CLF <td>Cde <td>PP Orde <td>Total Qty</td> </td></td>	Cde <td>PP Orde <td>Total Qty</td> </td>	PP Orde <td>Total Qty</td>	Total Qty
Order Style	2436SC	CAMBRAY DENIM NAVY/WHIT SW				
		DEBLLU 480				
		Style Pack Totals: 1,710				
		Cost: 14.50				
		100X CTN				

Total packs on PO: 570.00
Total Ext Cost: 24,795.00
Tot Ext Retail: 83,790.00
IMU: 70.4 %
Total PO Qty: 1,710

ATTN: MIKE
FROM: DIANA

11/25

11/00/09
190 24 840

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - NOT NEGOTIABLE

RECEIVED, subject to the property describe... in apparent good order, except as noted... date below, which said carrier (the word carrier being understood throughout this contract as meaning any person or corporation in possession of the property under the contract) agrees to carry to the usual place of delivery at said destination...

From ALL FASHIONS CLOTHING, INC.
MILEAGE - SPEED CONTROL
315 OSER AVENUE • HAUPPAUGE, NY 11788
Carrier DJ TRUCKING
Consigned to UBI WAREHOUSE - ASHLEY STEWART
Destination 100 METRO WAY
Route SECAUCUS
Delivering Carrier Vehicle or Car Initial INV. No. 0047

Table with columns: NO PACKAGES, KIND OF PACKAGE, DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXCEPTIONS, WEIGHT (SUBJECT TO CORR.), CLASS OR RATE, CHECK COLUMN, SHIPPER SIGNATURE / DATE. Includes handwritten entries: P.O.# 12112, DEPT.# 10, DRESSES, STYLE # 2436SCX/BIVECHAM 1770PCS, 50 CTNS, 1 36X48 2 1728PCS, 24X12 24PCS, 18X12 18PCS, TOTAL 1770PCS.

The fibre boxes used for this shipment conform to the specifications set forth in the box maker's certificate thereon... This is to certify that the above named articles are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation...

THIS SHIPMENT IS CORRECTLY DESCRIBED. CORRECT WEIGHT IS... lbs. Shipper

ALL FASHIONS CLOTHING, INC. Warehouse: 315 Oser Avenue • Hauppauge, NY 11788 • (631) 291-9974 • (631) 291-9975 • Fax: (631) 291-9976

Permanent post office address of shipper: Showroom: 1407 Broadway, Suite 906, New York, NY 10018 • (212) 575-6877 • Fax: (212) 764-7146

PITNICK & MARGOLIN, LLP

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Of Counsel
MCCABE, WEISBERG & CONWAY, P.C.

November 3, 2010

By Federal Express

United States Bankruptcy Court
Attention: Claims
824 Market Street, 3rd Floor
Wilmington, DE 19801

FILED
NOV 5 11 10:59
CLERK
U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE

Re: Urban Brands Inc.
Case Nos. 10-13005; 10-13006, 10-13016
Creditor: All Fashion Clothing a/k/a Mileage NYC Inc.

Dear Claims Clerk:

Please be advised that this office represents All Fashion Clothing in connection with the above referenced Chapter 11 filing.

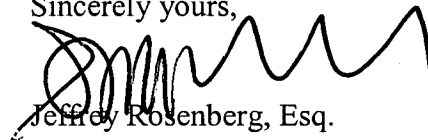
Enclosed are the following items in connection with the above matter:

1. Original and three copies of the Notice of Claim with attachments; and
2. Return self addressed stamped envelope.

Kindly file the Notice of Claim as soon as possible. Once filed, please stamp the enclosed copy of this letter and return to this office in the envelope provided for the purpose. Should you have any questions or need additional information, please feel free to call this office.

Thank you for your anticipated assistance in this matter.

Sincerely yours,



Jeffrey Rosenberg, Esq.

JBR:jkv
Enc.