

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: ASHLEY STEWART LTD.

Case Number: 10-13027 KJC11

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): ALABAMA POWER COMPANY

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent: Eric T. Ray, Balch & Bingham LLP P.O. Box 306, Birmingham, Alabama 35201

RECEIVED NOV 15 2010 BMC GROUP

Court Claim Number: (If known)

Telephone number: (205) 251-8100

Filed on:

Name and address where payment should be sent (if different from above):

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:

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 2,662.96

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.

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.

2. Basis for Claim: Electric Service (See instruction #2 on reverse side.)

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as:

Wages, salaries, or commissions (up to \$10,950*) 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).

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: Real Estate Motor Vehicle 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: \$

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

Amount entitled to priority:

\$ 0.00

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 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: 11/12/10

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.

Eric T. Ray, Attorney for Alabama Power Company

FOR COURT USE ONLY

Urban Brands



00143

Rate Schedule Available Upon Request



200 DEXTER AVE
MONTGOMERY AL 36104

Please return this portion with payment
PLEASE PAY BY
10/4/2010

FINAL BILL

ASHLEY STEWART LIMITED
URBAN BRANDS INC
%ACCTS PAYABLE DEPT
P O BOX 2518
SECAUCUS NJ 07096

Remit To:
PO BOX 242
BIRMINGHAM AL
35292

1,318.89 Electric Service
1,312.14 Prev Svc
20.00 Ret Chk Fee

Your Phone Number: 334281-4494
ACCOUNT NUMBER: 01023-58010

TOTAL DUE: 2,651.03

WWW.alabamapower.com

ACCOUNT ACCESS CODE: 612160
ACCOUNT NUMBER: 01023-58010
CUSTOMER NAME: ASHLEY STEWART LIMITED
SERVICE ADDRESS: 2839 E SOUTH BLVD

ALABAMA POWER COMPANY
200 DEXTER AVE
MONTGOMERY AL 36104
AVAILABLE 24 HRS/7 DAYS
1-(800) 245-2244

Rate Name	Service Period		Meter Number	Reading Type	Meter Reading		Meter Constant	Usage
	From	To			Previous	Present		
LPSE	8/19/2010	9/21/2010	3163412	Tot-Kwh	1432	1719	40	11,480
				PK-Kw		0.739	40	29.58

Next Scheduled Billing Date:

EXPLANATION OF CHARGES

LPSE - Restricted Light & Pwr Small 08/19-09/21
Current Service 1269.21
Ala Gross Receipts Tax 49.68
Previous Bal 1312.14
Returned Check Fee 20.00

PAYMENTS SINCE LAST BILLING

0.00
0.00
0.00

HISTORICAL DATA

	Days	KWH	KWH/DAY
This Mth	33	11480	348
Last Mth	30	11400	380
1 Yr Ago	30	9320	311

PLEASE PAY BY 10/4/2010	TOTAL DUE 2,651.03
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Balances unpaid after this date are subject to a late charge of 1.5% of the amount due or \$2.00, whichever is greater.

Rate Schedule Available Upon Request

ACCOUNT NUMBER 01023-58010



1313 N. 6th Avenue
Birmingham, AL 35203

Please return this portion with payment.

**DUE UPON RECEIPT
DELINQUENT AFTER
10/25/2010**

FINAL BILL

0102279010552900000001193000



**LARGE APPAREL OF ALABAMA INC
ASHLEY STEWART
P O BOX 2518
SECAUCUS NJ 07096**

Mail To:
PO BOX 242
BIRMINGHAM AL
35292

11.93 Electric Svc

ACCOUNT NUMBER 02279-01055 08
Your Phone Number: (205) 956-9664

TOTAL DUE \$11.93

www.AlabamaPower.com
ACCOUNT ACCESS CODE: 202398
ACCOUNT NUMBER 02279-01055
CUSTOMER NAME LARGE APPAREL OF ALABAMA INC
SERVICE ADDRESS 1632 MONTCLAIR RD. STE 100
STORE #286

ALABAMA POWER COMPANY
1313 N. 6th Avenue
Birmingham, AL 35203
For Customer Service, Please Call:
1-888-430-5787

RATE	SERVICE PERIOD	METER NUMBER	READING	TYPE	METER READING PREVIOUS	METER READING PRESENT	METER CONSTANT	USAGE
LPSE	09/09/10 09/21/10	3058540	Tot kWh Pk kW		64313	67689 25.279	1 1	3,376 25.279

Next Scheduled Billing Date: 11/10/2010

EXPLANATION OF CHARGES

LPSE - Restricted Light & Pwr Small 09/09-09/21
Current Service 348.60
Ala Gross Receipts Tax 13.64
Credit -1435.30
Previous Service 1068.96
Previous 43699164 16.03
Final Bill
Prorated Bill

PAYMENTS SINCE LAST BILLING

HISTORICAL DATA

	Days KWH	KWH/DAY
This Mth	12 3376	281
Last Mth	30 9108	304
1 Yr Ago	31 7693	248

Go to www.AlabamaPower.com
for more about your account.

**DELINQUENT AFTER
10/25/2010**

**TOTAL DUE
\$11.93**

Balances unpaid after this date are subject to a late charge of 1.5% of the amount due or \$2.00, whichever is greater.
Rate Schedule Available Upon Request

For your convenience, you can use your Visa, MasterCard or Discover Card to pay this bill. To use your credit card, call BillMatrix Corporation at 1-800-835-2702. BillMatrix is a third party payment processor and charges a processing fee for this service.

ACCOUNT NUMBER 02279-01055



BALCH & BINGHAM LLP

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November 12, 2010

BY FEDEX

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

Re: Urban Brands, Inc., *et al.*
District of Delaware
Case No. 10-13005

Dear Sirs:

Please file the enclosed Proof of Claim in the above referenced bankruptcy case for Debtor Ashley Stewart, Ltd, Case No. 10-13027. For your convenience, I have included a self-addressed envelope for the return of a stamped filed copy of the claim.

Please feel free to call me at (205) 488-5510 with any questions or concerns you may have.

Sincerely,

Melissa R. Paddock
Paralegal

MRP/

Enclosures

cc: Eric T. Ray, Esq.