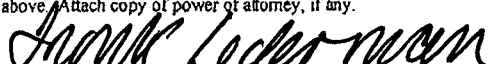



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: <b>UBI Liquidating Corp. f/k/a Urban Brands, Inc.</b>		Case Number: <b>10-13005 (KJC)</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the 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): <b>Axiom Apparel Group, Inc.</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (if known)  Filed on: _____
Name and address where notices should be sent:  <b>Axiom Apparel Group, Inc.</b> Attn: Frank Lederman 1407 Broadway, Room 2206A New York, New York 10018  Telephone No. (212)-768-3737		
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check 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.
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>RECEIVED</b>   <b>DEC 03 2010</b>   <b>BMC GROUP</b> </div> Telephone No. _____		
1. Amount of Claim as of Date Case Filed: \$ <u>37,126.50</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 the claim. Attach itemized statement of all 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 commission (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, which ever 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"/> Section 503(b)(9) Claim -- check this box if your claim is for the value of goods received by the Debtor within 20 days before the commencement of the case -- 11 U.S.C. § 503(b)(9). <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
2. Basis for Claim: <u>Goods sold</u> (See instruction #2 on reverse side.)		Amount entitled to priority: \$ _____  * 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.
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: \$ _____		
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ <u>36,957.00</u> (See instruction #6 on reverse side.)		
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. 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 DOCUMENT MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		
Date: <u>11/23/10</u>  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.   Frank Lederman, President		FOR COURT USE ONLY Urban Brands  00202

**RIDER**

This proof of claim represents Axiom Apparel Group, Inc.'s ("Axiom") claim against Urban Brands, Inc. (the "Debtor") in the amount of \$37,126.50. The claim consists of a portion in the amount of \$36,957.00, for the value of goods received by the Debtor within 20 days before the commencement of the bankruptcy case, entitled to administrative priority under 11 U.S.C. § 503(b)(9), and an unsecured portion in the amount of \$169.50. Materials demonstrating the goods' value and receipt dates are attached hereto.



**Axiom Apparel Group, Inc.**

1407 Broadway  
 Suite 1911  
 New York, NY 10018  
 (212) 768-3737 (212) 768-3739  
 DUN # 13-439-5933

**INVOICE**

Invoice #	5945
Date :	4/12/10

**\*\* Reprint \*\***

**Bill To :**

URBAN BRANDS INC.  
 ASHLEY STEWART LTD.  
 100 METRO WAY  
 SECAUCUS, NJ 07094

**Ship To :**

1

URBAN BRANDS INC.  
 ASHLEY STEWART LTD.  
 100 METRO WAY  
 SECAUCUS, NJ 07094

P.O. # : 12269Floorset	Order # : 4159	Ship Via : CFR	P.T.# : 5917	Terms: NET 45
Sales Rep: FRANK LEDERMAN	Cust # ASHLEY	Dept:		

Style	Color	Total	1X	2X	3X	Price	Extension
6261	BLACK	6	3	2	1	5.65	33.90
6261	Coffe	6	3	2	1	5.65	33.90
6261	Islan	6	3	2	1	5.65	33.90
6261	Kikio	6	3	2	1	5.65	33.90
6261	WHITE	6	3	2	1	5.65	33.90
	<b>Total Units</b>	<b>30</b>					<b>\$169.50</b>
<b>Comments:</b>							
<b>Misc Charges:</b>							
						<b>Qty</b>	
						Total Misc Charge	
						Freight Charges	\$0.00
						Sales Tax	\$0.00
<b>Cartons:</b>	<b>1</b>	<b>Weight:</b>	<b>30</b>	<b>Units:</b>	<b>30</b>	<b>Amount:</b>	<b>\$169.50</b>



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Tracking Number: 1ZY9W5250361091927  Save  
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 Signed By: OSCAR

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 Type: Package  
 Service: GROUND

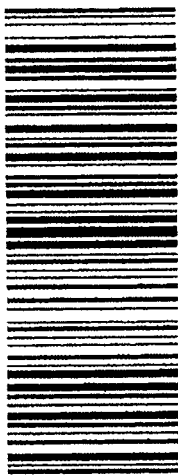
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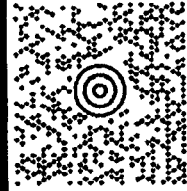
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REF: P.O. # 12269

BILLING: P/P



**UPS GROUND**  
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**NJ 070 9-01**

SHIP TO:  
 SAMAYA  
 ASHLEY STEWART / URBAN BRANDS  
 100 METRO WAY  
 SECAUCUS NJ 07094

OLEG  
 (212) 788-3737  
 AXIOM APPAREL GROUP  
 1407 BROADWAY  
 NEW YORK NY 10018-3086

**3 LBS**

**1 OF 1**



**Axiom Apparel Group, Inc.**

1407 Broadway  
 Suite 1911  
 New York, NY 10018  
 Phone:                      Fax:  
 DUN # 13-439-5933

**Invoice**

Invoice #	6628
Date :	9/14/10

**Bill To :**

URBAN BRANDS INC.  
 ASHLEY STEWART LTD.  
 100 METRO WAY  
 SECAUCUS, NJ 07094

**Ship To :**

1

URBAN BRANDS INC.  
 ASHLEY STEWART LTD.  
 100 METRO WAY  
 SECAUCUS, NJ 07094

P.O. # : 15428	Order # : 5423	Ship Via : CFR	P.T. # : 7750	Terms: Net10EOM+30
Sales Rep: FRANK LEDERMAN		Cust # : ASHLEY	Dept# : 38	

Style	Color					Price	Extension
		<b>Total</b>	<b>1X</b>	<b>2X</b>	<b>3X</b>		
6106	BLACK	3,864	1,610	1,288	966	\$6.35	\$24536.40
6106	GREY	1,656	690	552	414	\$6.35	\$10515.60
	<b>Total Units</b>	5,520					
						<b>SubTotal</b>	\$35052.00
						<b>Freight Charges</b>	
						<b>Sales Tax</b>	

<b>Cartons:</b>	93	<b>Weight:</b>	0.00	<b>Units:</b>	5,520	<b>Amount :</b>	\$35,052.00
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700 First Street  
Harrison, NJ 07029



DATE 09/03/2010	SOL #	SERVICE	LTL	ORIGIN LAX	DEST EWR	CHARGE 3rd Party	TABLE	MANUAL	PRO # 0A2782860
SHIPPER ACCOUNT # GLOBAL LINK 720 HINDRY AVE INGLEWOOD, CA 90301	PHONE #	ACCOUNT # 104483 ASHLEY STEWART 100 METRO WAY SECAUCUS, NJ 07094	PHONE # 201-319-9093	ACCOUNT # 954554 AXIOM APPAREL GROUP 1407 BROADWAY SUITE 2206A NEW YORK, NY 10018	PHONE # 212-768-3737				
PKG'D UP BY	PROJECT	TRANSPORT	LRB	PRO NO.					
PIECES	COMMODITY - DESCRIPTION	CLASS	WEIGHT	RATE	CHARGES	SPECIAL INSTRUCTIONS			
93	CTNS OF APPAREL Sort and Seagate	Maintenance Div. 100 Metro Way Secaucus, NJ 07094	2760		40.00	RECEIVED Date: 09/15/10 Ctns: 93 Received By: Hugo Medina Time: 10:15 THIS FILLS THE SHORTAGE FROM PRO NO. 020782860 P.O. Number(s) 15428 Shipper #			
DRIVER/UNIT	DISCOUNT	Comments: SW	2760	40.00	Received in good condition except as noted above.				
DATE 09/15/10	TIME IN	TIME OUT	DECLARED	FULL SIGNATURE REQUIRED HUGO					
3 Pallets SW Intact	YES NO N/A	COD AMOUNT	FIRM	PIECES	93				



**Axiom Apparel Group, Inc.**

1407 Broadway  
 Suite 1911  
 New York, NY 10018  
 Phone: Fax:  
 DUN # 13-439-5933

**Invoice**

Invoice #	6640
Date :	9/17/10

**Bill To :**

URBAN BRANDS INC.  
 ASHLEY STEWART LTD.  
 100 METRO WAY  
 SECAUCUS, NJ 07094

**Ship To :**

1

URBAN BRANDS INC.  
 ASHLEY STEWART LTD.  
 100 METRO WAY  
 SECAUCUS, NJ 07094

P.O. # : 16352	Order # : 5451	Ship Via : CFR	P.T. # : 7773	Terms: Net10EOM+30
Sales Rep: FRANK LEDERMAN		Cust # : ASHLEY	Dept# :	

Style	Color					Price	Extension
6106	BLACK	Total	1X	2X	3X		
		300	100	150	50	\$6.35	\$1905.00
	<b>Total Units</b>	300				<b>SubTotal</b>	\$1905.00
						<b>Freight Charges</b>	
						<b>Sales Tax</b>	

<b>Cartons:</b>	6	<b>Weight:</b>	0.00	<b>Units:</b>	300	<b>Amount :</b>	\$1,905.00
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AXIOM APPAREL GROUP  
DAILY SHIPMENT DETAIL REPORT  
14-Sep-2010 - 5:03:37 PM

Pickup Date: 14-Sep-2010  
Pickup Record No.: 6420 5284 83

UPS Account No.: Y9W525  
Sorted By: Order of Shipment

All charges are in USD; fuel surcharge included where applicable.

Name / Address	Shipment Detail	Options	Published Rate Charges	
<b>Ship To:</b> RECEIVING DEPT ASHLEY STEWART / URBAN BRANDS 100 METRO WAY SECAUCUS NJ 07094 United States	Service Type: GROUND Total Packages: 6 Billable Wt.: 150.0 lb Transportation: Shipper Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130	Shipment Service Charge:	56.31	
	<hr/>			
	<b>Ship From:</b> OLEG AXIOM APPAREL GROUP RM/STE 1911. 1407 BROADWAY NEW YORK NY 10018-3066	Tracking No.: 1ZY9W5250361923877 Package Type: Package Weight: 40.0 lb Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130	Package Service Charge:	12.11
		<hr/>		
		Tracking No.: 1ZY9W5250362148883 Package Type: Package Weight: 10.0 lb Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130	Package Service Charge:	6.74
		<hr/>		
Tracking No.: 1ZY9W5250363885290 Package Type: Package Weight: 35.0 lb Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130		Package Service Charge:	11.25	
<hr/>				
Tracking No.: 1ZY9W5250362129108 Package Type: Package Weight: 35.0 lb Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130			Package Service Charge:	11.25
<hr/>				
Tracking No.: 1ZY9W5250362316316 Package Type: Package Weight: 5.0 lb Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130			Package Service Charge:	5.67
<hr/>				
Tracking No.: 1ZY9W5250362922929 Package Type: Package Weight: 25.0 lb Package Ref No.1: P.O. # 16352 Package Ref No.2: APPT # 0915130			Package Service Charge:	9.29
<hr/>				
			UPS Total Charge:	56.31

**Summary Totals:**

Shipment Option	Shpts	Pkgs	Pub Charges	Billing Option	Shpts	Pkgs	Pub Charges	
Package Option				Prepaid	1	6	56.31	
							<b>TOTAL CHARGES</b>	<b>56.31</b>
							1 Shipment(s)	
							6 Package(s)	

All charges are in USD; fuel surcharge included where applicable.  
Your Invoice may vary from the displayed rates.  
\* Indicates Shipper-Paid Declared Value



# SILLS CUMMIS & GROSS

A PROFESSIONAL CORPORATION

The Legal Center  
One Riverfront Plaza  
Newark, New Jersey 07102-5400  
Tel: 973-643-7000  
Fax: 973-643-6500

One Rockefeller Plaza  
New York, NY 10020  
Tel: 212-643-7000  
Fax: 212-643-6500

Lucas F. Hammonds  
Associate  
Direct Dial: (973) 286-5534  
E-mail: lhammonds@sillscummis.com

650 College Road East  
Princeton, NJ 08540  
Tel: 609-227-4600  
Fax: 609-227-4646

December 2, 2010

By Federal Express

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

Re: UBI Liquidating Corp. f/k/a Urban Brands, Inc.  
Case No. 10-13005 in the United States Bankruptcy Court for the  
District of Delaware

Dear Sir or Madam:

Please find Axiom Apparel Group, Inc.'s proof of claim in the above-captioned bankruptcy case enclosed for filing. Please also find a copy of the original claim to be stamped "filed" and returned in the enclosed self-addressed, stamped envelope. Please contact me if you have any questions. Thank you for your assistance in this matter.

Very truly yours,



Lucas F. Hammonds

LFH  
Enclosures