



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: <b>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>LINCOLN SERVICE &amp; EQUIPMENT CO</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: LINCOLN SERVICE & EQUIPMENT CO 9 COMMERCE CIRCLE DURHAM, CT 06422	 YOUR CLAIM IS SCHEDULED AS: SCHEDULE ID: s2064 AMOUNT/CLASSIFICATION: \$4,429.45 UNSECURED	Court Claim Number: _____ (if known)  Filed on: _____
Name and address where payment should be sent (if different from above):  <p style="text-align: center;"><b>RECEIVED</b> <b>DEC 06 2010</b> <b>BMC GROUP</b></p> Telephone No. _____		<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.
1. Amount of Claim as of Date Case Filed: \$ _____ 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.
2. Basis for Claim: _____ (See instruction #2 on reverse side.)		<input type="checkbox"/> 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: <u>4845</u>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<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).
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 checked="" 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: \$ <u>4,429.45</u>		<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 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)(____).
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 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.
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>11/1/10</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. <u>MARTINO ADAMO</u> <u>General mgr.</u>	FOR COURT USE ONLY Urban Brands  00234

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.

**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, District of Delaware), 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. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9)**

State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

**7. Credits:**

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

**8. 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 the person, corporation, or other entity owed a debt by the debtor on 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 that was owed by the debtor 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 form 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****Acknowledgement of Filing a Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.bmcgroup.com/UrbanBrands>

**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.

PLEASE SEND COMPLETED PROOFS OF CLAIM TO:

**Via Regular U.S. Mail** **Via Overnight Courier**

BMC Group, Inc.	BMC Group, Inc.
Attn: Urban Brands	Attn: Urban Brands
Claims Processing	Claims Processing
P.O. Box 3020	18750 Lake Drive East
Chanhasen, MN 55317	Chanhasen, MN 55317

**Lincoln Service &  
Equipment**  
9 Commerce Circle  
Durham CT 06422  
Phone: 860-349-3449

**INVOICE**

<b>DATE</b>	<b>INVOICE #</b>	<b>CUSTOMER #</b>
5/12/2010	0000074744	0004845

**BILL TO:**

Urban Brands, Inc.  
100 Metro Way  
Secaucus NJ 07094

**SHIP TO:**

Urban Brands, Inc.  
100 Metro Way  
Secaucus, NJ 07094

10449

P.O. NUMBER		TERMS	SALES PERSON	
sign quote		COD		
QUAN	DESCRIPTION		PRICE EACH	AMOUNT
1.00	See attached service work order for description of work done			
1.00	7-89-08093	SOFT POLY WHEEL - DRIVE TIRE	921.28	921.28
1.00		Miscellaneous Materials Lubricants	25.00	25.00
		Pick up machine for replacement of press on tire in shop (parts ordered 4/21/10 AM LIN ENCORE 505-901 SER 178568 57 HRS. REMOVE CRACKED TIRE AND REPLACED. ADJUSTED SQUEEGEE. TESTED AND CLEANED MACHINE. UNIT DOES NOT HAVE PARKING BRAKE. ATTEMPTED TO ADJUST BUT UNABLE. ADVISED CUSTOMER PRIOR TO DELIVERY. BRAKE REPAIR COMPLETE. ( JEFF 5-6-10)		
4.00		Labor	94.50	378.00
1.00		Pickup of equipment	175.00	175.00
1.00		Delivery of equipment	175.00	175.00
1.00		.		
<p>We can supply you with the following product lines: American Lincoln, Factory Cat, Power Boss, Clarke and Star Sweepers and Scrubbers - Cushman, Taylor Dunn, Columbia Par Car, Vantage Vehicles and Tiger Truck Utility Vehicles - Mad Vac Litter Collectors - Floor Coatings Sales - Service - Parts - Rentals</p> <p>Lincoln Service &amp; Equipment Co. Servicing Our Customers For Over 20 Years Thank You</p>				
<b>SUBTOTAL</b>				<b>\$1,674.28</b>
<b>TAX</b>				<b>\$117.20</b>
<b>TOTAL</b>				<b>\$1,791.48</b>

A 1.5 % per month charge, (18% Annum) will be imposed on all balances over 30 days. All items returned must have an authorization number and a copy of the original invoice. There will be a 20% restocking fee. No returns after 30 days or on electrical components.

# VICE WORK ORDER

NO 10449

## ACTION OF MACHINE:

STOP STOP

## LINCOLN SERVICE & EQUIPMENT CO.

9 Commerce Circle • Durham, CT 06422 (Corp. Office)  
 51 Progress Street • Union, NJ 07083  
 Telephone: (800) 573-5773 • Fax: (860) 349-3434

Industrial Power Sweepers & Scrubbers  
 Industrial Vehicles • Litter Vacs • Industrial Cleaning Products  
 Sales • Service • Rentals • Parts

Co. Name: **URBAN ROADDS INC**  
 Address: **100 METRO WAY**  
 City: **SEABROOK** State: **NJ** Zip: **08019**  
 Attn: **MICHAEL CUSTOD** Phone: **301-319-9093**

Inv. Number: **74744**  
 Date: **5/6/10**  
 Make: **AM LINCOLN**  
 Model#: **505-901**  
 Serial#: **178568**  
 Hour Meter: **57**  
 PO#: **SIGNATURE**

QTY.	PART NO.	PARTS USED	DESCRIPTION	PRICE EACH	TOTAL	DESCRIPTION OF WORK PERFORMED
1	7-89-08093		Rubber drive wh.		92.08	Customer Complaint
						DIAGNOSIS/WORK PERFORMED: Remove tire (cracked) - press on New - Also, Adjusted sweeper TESTED AND CLEARED MACHINE
						NOTE: UNIT DOES NOT HAVE PAYING BRAKES - ATTEMPTED TO ADJUST BUT NO ADJ LEFT. Advise customer prior to <del>work</del> delivery
						BRAKE REPAIR COMPLETE
Customer - Print Name				PARTS SUB-TOTAL		
Customer - Signature				LABOR @ \$74.50HR.		
Service Man - Signature				TRAVEL/ZONE CHARGE		
LABOR HOURS				PICK-UP/DELIVERY		
HRS				STATE TAX		
TRAVEL TIME				TOTAL		

WHITE - Accounting YELLOW - Customer PINK - File HARD - Service

**Lincoln Service &  
Equipment**  
9 Commerce Circle  
Durham CT 06422  
Phone: 860-349-3449

**INVOICE**

DATE	INVOICE #	QUANTITY
4/5/2010	0000073873	0004845

**BILL TO:**

Urban Brands, Inc.  
100 Metro Way  
Secaucus NJ 07094

**SHIP TO:**

Urban Brands, Inc.  
100 Metro Way  
Secaucus, NJ 07094



P.O. NUMBER		TERMS	SALES PERSON	
4013		COD	0010	
QUAN	DESCRIPTION		PRICE EACH	AMOUNT
1.00	See attached service work order for description of work done			
6.00	L16P	BATTERY 6 VOLT TROJAN	330.00	1,980.00
1.00	7-77-00116	Rubber Squeegee Inner (38)	20.79	20.79
1.00	7-77-00096	Squeegee Outer	28.60	28.60
1.00	MISC	BATTERY CABLE	13.00	13.00
1.00		Miscellaneous Materials Lubricants	25.00	25.00
		AMER LIN ENCORE R SER 178568 53.6 HRS. INSTALLED BATTERIES, FRONT AND REAR SQUEEGEE AND BATTERY CABLE. FRONT WHEEL HAS A FLAT SPOT FROM SITTING. TRAINED OPERATOR ON DAILY AND WEEKLY MAINTENANCE. ALSO EXPLAINED FUNCTIONS. UNIT NEEDS FRONT WHEEL. TEST OF UNIT IS COMPLETE ( MAURICE 3-25-10)		
3.00		LABOR HOURS	99.50	298.50
1.00		TRAVEL TIME - Round Trip	99.50	99.50
1.00		.		
<p>We can supply you with the following product lines: American Lincoln, Factory Cat, Power Boss, Clarke and Star Sweepers and Scrubbers - Cushman, Taylor Dunn, Columbia Par Car, Vantage Vehicles and Tiger Truck Utility Vehicles - Mad Vac Litter Collectors - Floor Coatings Sales - Service - Parts - Rentals</p> <p style="text-align: center;">Lincoln Service &amp; Equipment Co. Servicing Our Customers For Over 20 Years Thank You</p>				
<b>SUBTOTAL</b>				<b>\$2,465.39</b>
<b>TAX</b>				<b>\$172.58</b>
<b>TOTAL</b>				<b>\$2,637.97</b>

A 1.5 % per month charge, (18% Annum) will be imposed on all balances over 30 days. All items returned must have an authorization number and a copy of the original invoice. There will be a 20% restocking fee. No returns after 30 days or on electrical components.

**SERVICE WORK ORDER**

Bill # = NO 10242

**LOCATION OF MACHINE:**

Co. Name Urban Bread & Time  
 Address 160 Netaas Way  
 City Seaneeds State NJ Zip 07094  
 Contract Name Jared Phone 901-389-9093  
 CUSTOMERS BILLING INFO:  
 Co. Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_  
 Alt. \_\_\_\_\_

**LINCOLN SERVICE & EQUIPMENT CO.**

9 Commerce Circle • Durham, CT 06422 (Corp. Office)  
 51 Progress Street • Union, NJ 07083  
 Telephone: (800) 573-5773 • Fax: (860) 349-3434  
 Industrial Power Sweepers & Scrubbers  
 Sales • Service • Rentals • Parts

REMARKS:

Inv. Number 73873  
 Date 3-25-10  
 Make American Lincoln  
 Model# Entave R  
 Serial# 128568  
 Hour Meter 536  
 P.O.# 4013

QTY.	PART NO.	PARTS USED DESCRIPTION	PRICE EACH	TOTAL	DESCRIPTION OF WORK PERFORMED
6	L169	Batteries	33.00	198.00	Customer Complaint: Install parts listed... while
1	7-77-0016	Rear Squeegee	20.79	20.79	Leaking machine notice received
1	77700096	Front Squeegee	28.60	28.60	Front squeegee... front wheel was getting
1	MSL	Backery cable	13.00	13.00	a flat spot from sitting
					Diagnosis/Work Performed: Also found worn warehouse
					part on daily weekly and
					also monthly service that he can do.
					functions.
					Parts needed -
					front wheel.
					* Labor quote was 2 hours.
					ACTUAL JOB TOOK 3 HOURS DUE TO
					TIME TO GET LOAD NEW BATTERIES
					COLLECT + LOAD OLD COGS AS
					WELL AS TIME SPENT TRAINING
					OPERATOR.

I hereby declare that above service work was performed to my complete satisfaction.

Customer - Print Name  
 Customer - Signature  
 Serv. Man - Signature  
 LABOR HOURS  
 TRAVEL TIME  
 STATE TAX  
 TOTAL

PARTS SUB-TOTAL  
 LABOR @ \$99.5/HR  
 TRAVEL/ZONE CHARGE  
 PICK-UP/DELIVERY  
 STATE TAX  
 TOTAL

**Lincoln Service & Equipment  
Aged Receivables  
As of Nov 30, 2010**

Filter Criteria includes: 1) IDs from Urban Brands 0004845 to Urban Brands 0004845. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Contact Telephone 1	Invoice/CM #	0-30	31-60	61-90	Over 90 days	Amount Due
Urban Brands 0004845	0000073873				2,637.97	2,637.97
Urban Brands, Inc.	0000074744				1,791.48	1,791.48
Michael Castoro 201-319-9093						
<b>Urban Brands 0004845</b>					<b>4,429.45</b>	<b>4,429.45</b>
<b>Urban Brands, Inc.</b>						
<b>Report Total</b>					<b>4,429.45</b>	<b>4,429.45</b>