UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
Name of Debtor:	Case Number:
Urban Brands, Inc.	10-13005-KJC
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A radministrative expense may be filed pursuant to 11 U.S.C. § 503.	equest for payment of an
Name of Creditor (the person or other entity to whom the debtor owes money or property):  CLEARHEART CONSTRUCTION CO INC	Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent:	Court Claim Number: (if known) Filed on:
Name and address where payment should be sent (if different from above):  BMC GROUD	Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach
Telephone No. 203 -825-6250	copy of statement giving particulars.  Check this box if you are the debtor or trustee in this case,
1. Amount of Claim as of Date Case Filed: \$ #\\\ 3\\\ 5\\\ 2\\\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \	5. Amount of claim Entitled to Priority
1. Amount of Claim as of Date Case Filed:  \$\frac{\pmathrm{1}{\pma	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.
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	Specify the priority of the claim.
2. Basis for Claim: Taterise Renovations at Ashley Steward store (See instruction #2 on reverse side.) In Jersey City, nJ.  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.)	☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). ☐ 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
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:	ever is earlier 11 U.S.C. § 507(a)(4).  Contributions to an employee benefit plan 11 U.S.C. § 507(a)(5).  Up to \$2,600* of deposits toward purchase lease, or rental of property or services for
Value of Property: \$ Annual Interest Rate:%	personal, family, or household use 11 U.S.C. § 507(a)(7).
Amount of arrearage and other charges as of time case filed included in secured claim,	Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8).
if any: \$ Basis for Perfection:	Section 503(b)(9) Claim check this box
Amount of Secured Claim: \$ Amount Unsecured: \$	if your claim is for the value of goods received by the Debtor within 20 days
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$	before the commencement of the case 11
(See instruction #6 on reverse side.)	U.S.C. § 503(b)(9).  Other Specify applicable paragraph of 11
<ol> <li>Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.</li> <li>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.)</li> </ol>	U.S.C. § 507(a)().  Amount entitled to priority:
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENT MAY BE DESTROYED AFTER SCANNING.	* Amounts are subject to adjustment on
If the documents are not available, please explain:	4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
Date:   2. 6. 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 convot power of automacy, if any.	FOR COURT USE ONLY Urban Brands  00306

### 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).

### 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.

### Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Slop 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.

- 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
- 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 commercement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

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 he 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

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

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).

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 taxidentification, 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. Attn: Urban Brands Claims Processing P.O. Box 3020

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

Claarhaart	Construction	Company.	Inc
Ciearneart	Consu action	Company,	THE.

### 24 Stony Hill Rd. Bethel, CT 06801

### Invoice

Terms

Net 45

Date	Invoice #
9/2/2010	8557

Bill To	P.O. No.
Urban Brands Attention: Mike D'Angelo 100 Metro Way	
Secaucus, NJ 07094	Project

Project

1032 Jersey City, NJ Ashley Stewart

	Des	scription		Ame	ount
136, Bergen Ave.,	Jersey City, NJ 07	ment #1. Fire repair 7306. Labor - taxable ne point of purchase).	e.		35,260.65T 25,152.60
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	e de la companya de				
			Subtotal	· · · · · · · · · · · · · · · · · · ·	\$60,413.25
<del></del>			Color To	v (7 N%)	
,		) 	Sales Ta	<del>~ (1.0/0)</del>	\$2,468.25



## Application and Certificate for Payment

TOTALS \$	1_	Total changes approved in previous months by Owner \$	CHANGE ORDER SUMMARY	(Line 3 less Line 6)	9. BALANCE TO FINISH, INCLUDING RETAINAGE	8. CURRENT PAYMENT DUE	(Line 6 from prior Certificate)	(Line 4 Less Line 5 Total) 7. LESS PREVIOUS CERTIFICATES FOR PAYMENT	6. TOTAL EARNED LESS RETAINAGE	Total Retainage (Lines 5a + 5b or Total in Column I of G703)	(Column F on G/U3)	b. 000 % of Stored Material	(Column 1) + E on G703)	5. RETAINAGE:  a. 0.00 % of Completed Work	4. TOTAL COMPLETED & STORED TO DATE (Column G on G703)	3. CONTRACT SUM TO DATE (Line 1 ± 2)	2. Net change by Change Orders	1. ORIGINAL CONTRACT SUM	Application is made for payment, as shown below, in connection with the Contract Continuation Sheet AIA Document G703 is attached.	CONTRACTOR'S APPLICATION FOR PAYMENT	Bethel CT 06801	Clearheart Constr. Co., Inc. 24 Stony Hill Rd.	FROM CONTRACTOR:	100 Metro Way Secaucus, NJ 07094	Urban Brands Inc.	TO OWNERAtin: Mike D'Angelo
0.00	0.00	0,000 \$ 0.00	ADDITIONS DEDUCTIONS	\$ 20,960.50		\$ 62,881.50		0.00	\$ 62,881.50	G703)\$ 0.00		•	9.00		62,881.50	\$ 83,842.00	0.00	83,842,00	nection with the Contract.	DAYMENT			VIA ARCHITECT.	Bergen Ave, Jersey City, NJ 07306	Fire Repair	PROJECT:Jersey City, NJ Ashley
the Owner or Contractor under this Contract	This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor	By: Date:	ARCHITECT:	(Attach explanation if amount certified attless from the amount applied, initial will be amount certified.)  Application and on the Continuation Sheet that are changed to conform with the amount certified.	AMOUNT CERTIFIED	AMOUNT CERTIFIED	accordance with the Contract Documents, and the Contractor is entitled to payment of the	in accordance with the Contract Documents, bear on one one of the Architect certifies to the Owner that to the best of the Architect's knowledge, this application and belief the Work has propressed as indicated the quality of the Work is in	ARCHITECT'S CERTIFICATE FOR PAYMENT		My Commission expires:	Notary Public #	me this day of	County 01:  Subscribed and sworn to before	State of:	By:	CONTRACTOR: Thomas D. Stickles	that current payment shown herein is now due.	with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and	The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance		PROJECT NOS:	CONTRACT DATE:09/07/2010	GONTRACT FOR: General Construction	PERIOD_TO09/07/2010	APPLICATION NO 1
	le only to the Contractor			with the amount certified.)	Suiting all factors on this		ntitled to payment of the	the Architect's knowledge, quality of the Work is in	ne and the data comprising								· · · · · · · · · · · · · · · · · · ·		e Contractor for Work for eived from the Owner, and	n completed in accordance	OTHER	FELD	CONTRACTOR	ARCHITECT	OWNER _	<u>Distribution to:</u>

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**NET CHANGES by Change Order** 

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counsel, copyright@aia.org.



containing Contractor's signed certification is attached. In tabulations below, amounts are stated to the nearest dollar. AIA Document G702, APPLICATION AND CERTIFICATION FOR PAYMENT,

Use Column I on Contracts where variable retainage for line items may apply:

Fire Repair

PERIOD TO: APPLICATION DATE: APPLICATION NO:

09/07/2010 09/07/2010

### **ARCHITECT'S PROJECT NO:**

			e Cartino di Paris di La Cartino di La Carti
· "nh.	ω 4 n o Γ	» <u> </u>	A ITEM NO.
TOTALS	Vestibule, Mechanical Room Demo Restroom, Sales Floor, Basement Build Out Fitting Room & Fire Corridor Build Out Restroom & Basement Build Out Sales Floor Extra Work	General Conditions  Demo Fitting Rooms, Fire Exit	B  DESCRIPTION OF WORK
\$83,842.00	\$4,874.00 \$30,282.00 \$5,611.00 \$11,310.00 \$17,368.00	\$11,945.00 \$2,452.00	C SCHEDULED VALUE
\$0.00	\$0.00 \$0.00 \$0.00 \$0.00	\$0.00	WORK CO FROM PREVIOUS APPLICATION (D+E)
\$62,881.50	\$3,655.50 \$22,711.50 \$4,208.25 \$6,482.50 \$13,026.00	\$8,958,75 \$1,839,00	D E WORK COMPLETED PREVIOUS ICATION THIS PERIOD D+E)
0070\$	\$0.00 \$0.00 \$0.00 \$0.00	\$0.00	MATERIALS PRESENTLY STORED (NOT IN D OR E)
\$62,881.50	\$3,655.50 \$22,711,50 \$4,208,25, \$8,426,20 \$13,026.00	\$8,958.75 \$1,839.00	TOTAL COMPLETED AND STORED TO DATE (D+E+F)
75%		75% 75%	% (G.+C)
\$20,960.50	ଫ <del>ଫ</del> ଫ ଫ ଫ	\$2,986.25 \$613.00	·BAA
			RETAINAGE (IF VARIABLE (RATE)
215/2017		in firm	Apply South and the second south

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	Clearheart	Construction	Company.	Inc.
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### 24 Stony Hill Rd. Bethel, CT 06801

### Invoice

Date	Invoice #
9/16/2010	8561

Bill To	
Urban Brands	 
Attention: Mike D'Angelo	
100 Metro Way	
Secaucus, NJ 07094	

P.O. No.	Terms
	Net 45

1032 Jersey City, NJ Ashley Stewart

Project

Description		Amount
AIA Application & Certificate for Payment #2. Fire repair at Ashley #136, Bergen Ave., Jersey City, NJ 07306. Labor - taxable.	Stewart	11,753.55T
Materials - nontaxable (taxes paid at the point of purchase).		8,384.20
	·	
		·
	] .	
	Subtotal	\$20,137.75

Γ			Sales Tax (7.0%)	\$822.75
	Phone #	Fax#	Total	
	203-825-6250	203-825-6249	I Otal	\$20,960.50



# Application and Certificate for Payment

	Commenced to the control of the cont	0.00	\$	NET CHANGES by Change Order
t are without prejudice to any rights:		0.00	S \$ 0.00	TOTALS
D is payable only to the Contractor	This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor	₩.	\$ 0.00	Total approved this Wonth
Date:	By:	\$	\$	Total changes approved in previous months by Owner
	ARCHITECT:	DEDUCT	ADDITIONS	CHANGE ORDER SUMMARY
to conform with the amount certified	Application and on the Continuation Sheet that are changed to conform with the amount certifie			
unt applied. Initial all figures on this	<u> </u>	0.00	<b>6</b>	(Line 3 less Line 6)
<b>⇔</b>	AMOUNT CERTIFIED			9 BAI ANCE TO FINISH INCLUDING RETAINAGE
	AMOUNT CERTIFIED.	\$ 20,960.50		8. CURRENT PAYMENT DUE
ractor is entitled to payment of t	accordance with the Contract Documents, and the Contractor is entitled to payment of			(Line 6 from prior Certificate)
the best of the Architect's knowled	this application, the Architect certifies to the Owner that to the best of the Architect's knowled	\$ 62,881.50		7. LESS PREVIOUS CERTIFICATES FOR PAYMENT.
e observations and the data comprisi	In accordance with the Contract Documents, based on on-site observations and the data computs	\$ 00,042.00		6. TOTAL EARNED LESS RETAINAGE
	ABCUITECTIC CERTIFICATE FOR DAVMENT			
	My Commission expires:	9.00	nn I of G703)	Total Retainage (Lines 5a + 5b or Total in Column I of G703).
	Notary Public:	0.00	6	(Column F on G703)
	III CIIIIS			b. 0.00 Was f Stored Material
	Subscribed and sworm to before	0.00	•	a. Vivi % of Completed Work
	County of:			5. RETAINAGE:
	State of:	\$ 83,842.00	n G on G703)	4. TOTAL COMPLETED & STORED TO DATE (Column G on G703)
Date:	By	\$ 83,842.00		3. CONTRACT SUM TO DATE (Line 1 ± 2)
	CONTRACTOR: Thomas D. Stickles	0.00		2. Net change by Change Orders
	that current payment shown herein is now due.	\$ 83,842.00		1. ORIGINAL CONTRACT SUM
paid by the Contractor for Work avments received from the Owner, a	with the Contract Documents, that all amounts have been paid by the Contractor for Work which previous Certificates for Payment were issued and payments received from the Owner.		led.	Application is made for payment, as snown below, in connection with the Continuation Sheet, AIA Document G703, is attached.
e Contractor's knowledge, informatient has been completed in accordance	The undersigned Contractor certifies that to the best of the Contractor's knowledge, informat and belief the Work covered by this Application for Payment has been completed in accordance.		OR PAYMEN	CONTRACTOR'S APPLICATION FOR PAYMENT
OTHER				Bemei, Ci Josof
FIELD	PROJECT NOS.			24 Stony Hill Rd.
CONTRACTOR	CONTRACT DATE: 09/07/2010	HITECT	VIA ARCHITECT	FROM CONTRACTOR: Clearheart Constr. Co., Inc.
ARCHITECT		Bergen Ave, Jersey City, NJ 07306	Berger	Secaucus NJ, 07094
OWNER		Ashley Stewart #136	Ashley	100 Metro May
Distribution	APPLICATION NOT THE PRINCIPLE OF THE PRI	PROJECT: Jersey City, NJ Ashley	PROJECT: Je	TO OWNERAtin: Mike Diangelo

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### Continuation Sheet

Use Column I on Contracts where variable retainage for line items may apply. containing Contractor's signed certification is attached. AIA Document G702, APPLICATION AND CERTIFICATION FOR PAYMENT, In tabulations below, amounts are stated to the nearest dollar. PROJECT: Jersey City, NJ Ashley Fire Repair

> APPLICATION DATE APPLICATION NO

PERIOD TO:

09/13/2010 09/13/2010

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**ARCHITECT'S PROJECT NO:** 

						<u> </u>
.na	7 6	61	4	ω Ν	_	ITEM NO.
TOTALS \$8:	Extra Work	Build Out Restroom & Basement	Basement  Build Out Fitting Room & Fire Corridor	Demo Hiting Rooms, Fire Exit Vestibule, Mechanical Room Demo Restroom, Sales Floor,	General Conditions	DESCRIPTION OF WORK
\$83,842.00	\$17,366.00 \$17,366.00		4	\$2,452.00 \$4.874.00	\$11,945.00	SCHEDULED VALUE
\$62,881.50	\$8.482.50 \$13,026.00	\$4,208.25	\$22,711.50	\$1,839.00 \$3.655.50	\$8,958.75	WORK CO FROM PREVIOUS APPLICATION (D + E)
\$20,960.50	\$2,827.50 \$4,342.00	\$1,402,75	\$7,570,50	\$613.00 \$1.218.50	\$2,986.25	WORK COMPLETED REVIOUS ATION THIS PERIOD + E)
\$0:00	\$0.00	\$0.00	\$0.00	\$0.00 \$0.00	00.0\$	MATERIALS PRESENTLY STORED (NOT IN D OR E)
\$83,842.00	\$11370.00 \$17,368.00	\$5,611,00	\$30,282,00	\$2,452.00 \$4,874.00	\$11,945.00	TOTAL COMPLETED AND STORED TO DATE (D+B+F)
100%	100%	N. T		100%	100%	(G+C)
\$0.00	\$0.00 \$0.00	\$0.00		\$0.00 \$0.00		BALANCE TO FINISH (C - G)
\$0.00	\$0.00 \$0.00	\$0.00	\$0.00	\$0.00	\$0.00	RETAINAGE (IF VARIABLE RATE)

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