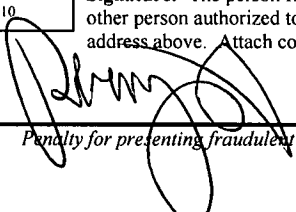



<b>UNITED STATES BANKRUPTCY COURT</b>		<b>District of Delaware</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: Urban Brands, Inc. et al.		Case Number: 10-13005	
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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): BSF Richmond, LP		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: BSF Richmond, LP c/o Bond Companies, 350 W Hubbard Street, Suite 450, Chicago, IL 60654, Attn: Legal Dept.  Telephone number: (312) 853-0070		RECEIVED DEC 13 2010	
Name and address where payment should be sent (if different from above): BSF Richmond, LP c/o Bond Companies, 350 W Hubbard Street, Suite 450, Chicago, IL 60654, Attn: Legal Dept.  Telephone number: (312) 853-0070		<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.  <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: \$ 21,164.61  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 checked="" 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.		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: Mechanic's lien and back rent (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: 2809  3a. Debtor may have scheduled account as: 10-13045 (See instruction #3a on reverse side.)		<input type="checkbox"/> 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: <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: \$ _____		<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  <input type="checkbox"/> 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).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).	
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  Amount entitled to priority: \$ 0.00	
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:		*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
Date: 12/08/2010  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.		FOR COURT USE ONLY Urban Brands  00308	
Robert J. Bond on behalf of BSF Richmond, LP			

**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**

**INFORMATION**

**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.

**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](http://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.

## Summary of Claim

The basis of our claim is bank rent and payment of a mechanic's lien caused by the Debtor, Large Apparel of Virginia, Inc., pursuant to our Lease Agreement with the Debtor.

### Back Rent

The Debtor is a tenant under a Lease Agreement for the Premises located at 7110 Midlothian Turnpike in Richmond, Virginia in the shopping center commonly known as Spring Rock Green (formerly Beaufont Center) dated April 23, 2002 by and between Debtor (as tenant) and BSF Richmond, LP, as successor landlord to BMFL Associates, L.L.L.P., by the Assignment and Assumption of Leases date February 20, 2008, which lease has been amended by the Lease Extension letter dated February 27, 2008 and the Lease Amendment dated May 28, 2010 ("Lease").

Pursuant to the Lease Agreement Debtor is required to pay Monthly Rent and its proportionate share of Real Estate Taxes and Common Area Maintenance expenses. Tenant owes \$1,983.61 in back rent and common area charges as of September 21, 2010 when the bankruptcy petition was filed. Attached as Exhibit A, please find a ledger from our property management company, Thalhimer, Cushman and Wakefield showing the amount due as of September 21, 2010 which itemizes the amounts owed.

### Mechanic's Lien

The second part of our claim pertains to a mechanic's lien in the amount of \$19,181.00, plus 6% interest, which was filed against our property by Debtor's contractor, Robert J. Baughman T/A RJB Construction on August 20, 2010 in Chesterfield County, Virginia. Attached as Exhibit B, please find the demand notice from the Landlord demanding the release of the lien and a copy of the lien filed by RJB Construction. Pursuant to the Lease, the Debtor has a responsibility to indemnify the landlord for all liens on account of work performed on the Premises for Tenant. The Debtor was to provide evidence of release of the lien within forty-five (45) days of the notice sent by landlord. As of today's date, the lien has not been released. Failure of tenant to pay the contractor will force us to have the lien released at our own expense. The cost of us releasing this lien is at minimum \$19,181.00 and is the basis for the remainder of our claim.

**Spring Rock Green  
Delinquent & Prepaid Tenant Report  
Entity: 7269  
SEPTEMBER 21, 2010**

Thalhimer  
P O Box 702  
Richmond Va 232180702  
(804) 648-5881

7100 Midlothian Turnpike  
Mike Peck  
Richmond VA 23225

Bldg	Unit	Tenant	Stat	Move In	Move Out	Phone	Contact			
Space Type	Co-Ten	CC Description	Date	Amount	Current	30 Days	60 Days	90 Days		
BS-7100	110	02 ASHLEY STEWART STORE#342	C	03/01/2008		(201) 319-9093	ACCOUNTS PAYABLE			
7110		CO Overpayment		08/31/2010	-1,974.42	-1,974.42				
		CB Base Rent		09/01/2010	3,040.00	3,040.00				
		CC Common Area Maint.		09/01/2010	395.21	395.21				
		CT Real Estate Tax		09/01/2010	163.00	163.00				
		CL Late Fee		09/08/2010	359.82	359.82				
				-----						
<b>Tenant Totals:</b>					<b>1,983.61</b>	<b>1,983.61</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	

**Spring Rock Green  
Delinquent & Prepaid Tenant Report  
Entity: 7269  
SEPTEMBER 21, 2010**

Thalhimer  
P O Box 702  
Richmond Va 232180702  
(804) 648-5881

7100 Midlothian Turnpike  
Mike Peck  
Richmond VA 23225

Bldg	Unit	Tenant	Stat	Move In Date	Move Out Amount	Phone Current	Contact		
							30 Days	60 Days	90 Days
Space	Type	Co-Ten	CC	Description					
Report Totals:					3,958.03	3,958.03	0.00	0.00	0.00
					-1,974.42	-1,974.42	0.00	0.00	0.00
CB Base Rent					3,040.00	3,040.00	0.00	0.00	0.00
					0.00	0.00	0.00	0.00	0.00
CC Common Area Maint.					395.21	395.21	0.00	0.00	0.00
					0.00	0.00	0.00	0.00	0.00
CL Late Fee					359.82	359.82	0.00	0.00	0.00
					0.00	0.00	0.00	0.00	0.00
CO Overpayment					0.00	0.00	0.00	0.00	0.00
					-1,974.42	-1,974.42	0.00	0.00	0.00
CT Real Estate Tax					163.00	163.00	0.00	0.00	0.00
					0.00	0.00	0.00	0.00	0.00



September 14, 2010

**VIA OVERNIGHT MAIL**

Large Apparel of Virginia  
c/o Urban Brands  
100 Metro Way  
Secaucus, NJ 07094  
Attention: Mr. Michael Abate  
Vice President/Treasurer

**Re: Lease Agreement by and between BSF Richmond, LP ("Landlord"), as successor in interest to BMFL Associates, L.L.P. and Large Apparel of Virginia, Inc. d/b/a Ashley Stewart ("Tenant") dated April 23, 2002, as amended by the Lease Extension letter dated February 27, 2008 and the Lease Amendment dated May 28, 2010 ("Lease")  
NOTICE OF LIEN**

Dear Tenant:

Pursuant to Section 13.1 of the above-referenced Lease, you are required to indemnify, defend and hold Landlord harmless from and against any and all liens on account of work performed on the Premises for Tenant. We received the enclosed notice of mechanics lien, in the amount of \$19,181.00 plus 6.0% interest from August 20, 2010 recorded in Chesterfield County by ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION. In this regard, you shall immediately provide us with evidence that this lien has been released or bonded over and such release of lien or bond has been recorded with the Chesterfield County Recorder of Deeds. If you fail to provide us this evidence within forty-five (45) days of the date of this letter, you shall be in default under the Lease and the Landlord shall have all remedies available under the Lease as such.

Sincerely,

BSF RICHMOND, LP

Julia E. Lane, Esq.  
Attorney for Landlord

Enclosure

NOTICE

VIA CERTIFIED MAIL TO:

**BSF RICHMOND, LP, a Delaware limited partnership**  
350 W. Hubbard, Suite 4500  
Chicago, Illinois 60610

You are hereby notified that you are in debt in the sum of \$19,181.00, plus interest from August 20, 2010, to ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION, and a general contractor, for work done and materials supplied with reference to demolition and build-out services for Urban Brands, Inc., a current tenant occupying 7110 Midlothian Turnpike, Richmond, Virginia 23225, located in the County of Chesterfield, Virginia and owned by you, and that ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION has duly recorded a mechanic's lien for same.

Given my hand this 2<sup>th</sup> day of September, 2010.

GENERAL CONTRACTOR:  
ROBERT J. BAUGHMAN,  
T/A RJB CONSTRUCTION

By: Robert J. Baughman (SEAL)  
Robert J. Baughman

STATE OF: Ohio  
CITY/COUNTY OF: Stark to-wit:

The foregoing instrument was acknowledged before me this 2<sup>th</sup> day of September, 2010, by Robert J. Baughman, t/a RJB Construction.

My commission expires: April 2, 2011

Julie Moldovan  
NOTARY PUBLIC JULIE MOLDOVAN  
Notary Public, State of Ohio  
My Commission Exp. April 2, 2011

**PREPARED BY:**  
P. Matthew Roberts, Esquire  
BERKELEY & DeGAETANI  
1301 N. Hamilton Street, Suite 200  
Richmond, Virginia 23230-3959

**TAX MAP ID#** 764708631200000

**VIRGINIA:**

**IN THE CIRCUIT COURT OF THE COUNTY OF CHESTERFIELD**

**MEMORANDUM FOR MECHANIC'S LIEN BY GENERAL CONTRACTOR**

Pursuant to the provisions of Sections 43-3 and 43-4 of the Code of Virginia 1950, as amended, the claimant intends to file and benefit from this mechanic's lien; the information of the mechanic's lien claimed is as follows:

Name of Owner: BSF RICHMOND, LP, a Delaware limited partnership  
Address of Owner: 350 W. Hubbard, Suite 4500; Chicago, Illinois 60610  
Name of Claimant: Robert J. Baughman,  
t/a RJB Construction  
Address of Claimant: 6688 Meese Rd. NE  
Alliance, Ohio 44601

1. **Type of Materials or Services Furnished:** Demolition and build-out of commercial, retail property, in addition to maintenance, check of restroom, HVAC and lock system (contract attached).
2. **Amount Claimed:** \$19,181.00, plus 6.0% from August 20, 2010.
3. **Type of structure on which work done or materials furnished:** commercial/community shopping center.
4. **Brief Description and Location of Real Property:** Langford's Parcel 1, Midlothian Magisterial District, 7110 Midlothian Turnpike, Richmond, Virginia 23225.
5. **Date from which interest on the above amount is claimed:** August 20, 2010.

**CLAIMANT: ROBERT J. BAUGHMAN,  
T/A RJB CONSTRUCTION**

By: Robert J. Baughman (SEAL)  
Robert J. Baughman

*(certificate on following page)*




STATE OF: Ohio  
CITY/COUNTY OF: Stark, to-wit:

I, Julie Moldovan, Notary Public for the Commonwealth of Ohio Virginia At Large, do certify that ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION, the claimant, this day acknowledged the above instrument and made oath before me in my city/county aforesaid, that BSF RICHMOND, LP, A DELAWARE LIMITED PARTNERSHIP, is justly indebted to ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION, in the sum of \$19,181.00, plus interest from August 20, 2010, for the consideration stated in the foregoing memorandum, and that the same is payable as therein stated.

Given under my hand this 2<sup>nd</sup> day of September, 2010.

My commission expires: April 2, 2011

  
NOTARY PUBLIC  
JULIE MOLDOVAN  
Notary Public, State of Ohio  
My Commission Exp. April 2, 2011

# URBAN BRANDS

INVESTING IN URBAN AMERICA

**Michael D'Angelo**  
**Director of Design & Construction**  
**100 Metro Way Secaucus, NJ 07094**  
**T: 201/319-9093 Ext. 2412**  
**F: 201/319-1173 / 1414**  
**C: 551/655-3613**  
**E-mail – mdangelo@urbanbrands.com**

Letter of Intent between Urban Brands and RJB Construction in reference to the relocation of  
Store 342 – Richmond VA

## SCOPE OF WORK

**Ashley Stewart # 342 – Relocation**  
**Spring Rock Creek – 7110 Midlothian Turnpike, Richmond VA, 23225**

### Demolition: Sales Floor

1. Existing carpet
2. All perimeter merchandise valances / soffit
3. Surface mounted standards
4. Vinyl flooring at center of sales floor
5. Back room safe
6. Storefront signage – by others
7. All sales floor mirrors are to remain
8. Fitting rooms are to remain

### Build-out:

1. Skim perimeter walls as discuss
2. Paint walls (off white)
3. Replace all damaged ceiling tiles (tiles to match)
4. Inspect and repair as necessary fitting rooms and hardware
5. Carpet installation by others. to be coordinated by RJB.
6. Inspect and repair all 2 X 4 ceiling and track lights
7. Install owner provided wall standards (install as discuss)
8. Remove cash wrap from old and install in new location
9. Provide electrician to hook up cash wrap
10. Provide fire extinguishers
11. General cleaning including storefront glass
12. Check and provide power for Sensormatic unit

750  
3/21  
1/21

13. Provide and install some storage shelving in the left rear back room
14. Obtain a Temporary Certificate of Occupancy or COO

Extra:

1. Check restroom for proper operation
2. Check HVAC – just turn on to see if it is working – UBI maintenance will repair
3. Re-key of doors by others.

Approved cost \$18,000

UBI:  
Michael D'Angelo

*[Handwritten signature]* 5.26.16

RJB:  
Robert Baughman

*[Handwritten signature]*

# AIA Document G702™ - 1992

sent 11/11/92  
Due 8/26/90

## Application and Certificate for Payment

TO OWNER: **URBAN BRANDS, INC.** PROJECT: **ASHLEY STEWART #392** APPLICATION NO: **THREE** Distribution by:  OWNER  ARCHITECT  CONTRACTOR  FEED  OTHER

FROM CONTRACTOR: **100 NORTH 20 WAY** PERIOD TO: **7/10** OWNER  ARCHITECT  CONTRACTOR  FEED  OTHER

**R. J. B. CONSTRUCTION** CONTRACT FOR: **NOVANT BARRAGE** ARCHITECT: **SKIDMORE**

**6688 MORRIS RD.** VIA ARCHITECT: **N/A** PROJECT NOS: **392 1 1**

**411' W. E. Ohio 44601**

### CONTRACTOR'S APPLICATION FOR PAYMENT

Application is made for payment, as shown below, in connection with the Contract, Continuation Sheet, AIA Document G703, is attached.

1. ORIGINAL CONTRACT SUM ..... \$ **18,000.00**
2. Net change by Change Orders ..... \$ **1,181.00**
3. CONTRACT SUM TO DATE (Line 1 + 2) ..... \$ **19,181.00**
4. TOTAL COMPLETED & STORED TO DATE (Column G on G703) ..... \$ **19,181.00**
5. RETAINAGE:
  - a. % of Completed Work (Column B + E on G703) ..... \$ **0**
  - b. % of Stored Material (Column F on G703) ..... \$ **0**

Total Retainage (Line 5a + 5b or Total in Column I of G703) ..... \$ **0**

8. TOTAL EARNED LESS RETAINAGE ..... \$ **19,181.00**  
(Line 4 less Line 5 Total)

7. LESS PREVIOUS CERTIFICATES FOR PAYMENT ..... \$ **12,250.00**  
(Line 6 from prior Certificate)

6. CURRENT PAYMENT DUE ..... \$ **491.00**  
(Line 3 less Line 6)

CHANGE ORDER SUMMARY		ADDITIONS	DEDUCTIONS
Total changes approved in previous months by Owner		\$ 750.00	\$
Total approved this Month		\$ 421.00	\$
TOTALS		\$ 1171.00	\$
NET CHANGES by Change Order			

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 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 that current payment shown herein is now due.

CONTRACTOR: \_\_\_\_\_

By: \_\_\_\_\_ Date: \_\_\_\_\_

State of: \_\_\_\_\_

Country of: \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_

Notary Public: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

### ARCHITECT'S CERTIFICATE FOR PAYMENT

In accordance with the Contract Documents, based on on-site observations and the data comprising this application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.

AMOUNT CERTIFIED ..... \$ \_\_\_\_\_

(Attach explanation if amount certified differs from the amount applied. Initial all figures on this Application and on the Continuation Sheet that are changed to conform with the amount certified.)

ARCHITECT: \_\_\_\_\_ Date: \_\_\_\_\_

This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. However, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.

AIA Document G702™ - 1992. Copyright © 1983, 1984, 1985, 1971, 1972, 1983 and 1982 by The American Institute of Architects. All rights reserved. WASHINGTON: This AIA® Document is protected by U.S. Copyright Law and International Treaty. Unauthorized reproduction or distribution of this AIA® Document, or any portion of it, may result in severe civil and criminal penalties, and will be prosecuted to the maximum extent possible under the law. Purchasers are permitted to reproduce for (1) copies of the document when completed, to report copyright violations of AIA Contract Documents, email The American Institute of Architects' legal counsel, copyright@aia.org.

**CERTIFICATE OF MAILING PURSUANT TO VIRGINIA CODE § 43-4**

Claimant, ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION, by its attorney at law, hereby certifies that it has sent by Certified and Regular Mail a copy of the Memorandum of Mechanic's Lien, with attachments, claimed by ROBERT J. BAUGHMAN, T/A RJB CONSTRUCTION, against BSF RICHMOND, LP, A DELAWARE LIMITED PARTNERSHIP, and Notice and Affidavit in support of said Mechanic's Lien, to BSF RICHMOND, LP, A DELAWARE LIMITED PARTNERSHIP, Owner, at 350 W. Hubbard, Suite 4500, Chicago, Illinois 60610.

**DATE: 09/03/2010**

**CLAIMANT:  
ROBERT J. BAUGHMAN, T/A  
RJB CONSTRUCTION,**

By:  (SEAL)  
Counsel: P. Matthew Roberts



December 9, 2010

**VIA U.S. MAIL**

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
P.O. Box 3020  
Chanhassen, MN 55317-3020

**Re: Case No. 10-13045  
Lease for Store Number 342 dated May 1, 2002, by and between Large Apparel of  
Virginia, Inc. and BSF Richmond, LP, as successor in interest to BMFL, L.L.L.P.  
Proof of Claim**

Dear Sir or Madam:

I have enclosed a Proof of Claim in connection with the above matter submitted on behalf of BSF Richmond, LP, the landlord under the above referenced lease for the Debtor's store located at 7110 Midlothian Turnpike in Richmond, Virginia.

If you have any questions regarding the enclosed, please feel free to contact me at 312.853.0070.

Very truly yours,  
BSF RICHMOND, LP

A handwritten signature in black ink, appearing to read 'Julia E. Lane', is written over the typed name.

Julia E. Lane  
Attorney for Landlord

Enclosure