
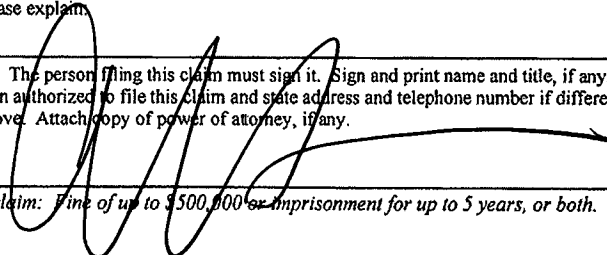



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: <b>Urban Brands, Inc.</b>		Case Number: <b>10-13005-KJC</b>
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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): <b>AJ MORGAN, INC</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:  25641042012845 AJ MORGAN, INC 110 EAST 9TH STREET PO BOX 79215 LOS ANGELES, CA 90079		COURT CLAIM Number: _____ (if known)  Filed on: _____
Name and address where payment should be sent (if different from above):  <b>P.O. Box 79215</b> <b>Los Angeles, CA 90079</b>  Telephone No. <b>1-800-635-9848</b>		<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: <b>\$ 4,255.97</b>  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: <u>Goods Sold</u> (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). <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 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)(____).
3. Last four digits of any number by which creditor identifies debtor: <u>1143</u>  3a. Debtor may have scheduled account as: <u>Ashley Stewart LTD</u> (See instruction #3a on reverse side.)		* 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.
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): \$ _____ (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: <b>12-03-10</b>	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  00326

# A.J. Morgan

A Division of Sweet Baby, Inc.

ajmorgan@att.net

P.O. BOX 79215, LOS ANGELES, CA 90079  
 Telephone: (213) 624-0254 Fax: (213) 624-2456

Invoice No.: 124495

Date: 5/24/2010

## INVOICE

Customer ID: 01143

Ship Date: 5/24/2010 Page 1 of 1

Sold To:

Ship To:

Attn: Maria Delilah-buyer  
**ASHLEY STEWART LTD.**  
 100 METRO WAY  
 URBAN BRANDS ACCOUNTS PAYABLE  
 SECAUCUS, NJ 07094  
 Tel: (201) 319-9093 Fax: (201) 319-0156

Attn: Maria Delilah-buyer  
**ASHLEY STEWART LTD.**  
 100 METRO WAY  
 URBAN BRANDS ACCOUNTS PAYABLE  
 SECAUCUS, NJ 07094

S/O No.	S/O Date	Customer P/O No.	Sales Rep.	Ship Via	F.O.B.	Terms	Due Date
49167	4/08/2010	13805	STG	UPS Ground	LOS ANGELES	Net 30 Days	6/23/2010

Item No.	Description	OrderQty	ShipQty	B/OQty	Price	Ext.Amount
88101-BLK	PRINCESS TATIANA - BLACK W/RHS	270	270		3.50	945.00
	Size <b>SUN</b> Run:A 270					
88101-BRW	PRINCESS TATIANA - BROWN W/RHS	198	198		3.50	693.00
	Size <b>SUN</b> Run:A 198					
88171-SLV	CICERO - SILVER W/RHS	198	198		3.00	594.00
	Size <b>SUN</b> Run:A 198					
88171-GLD	CICERO - GOLD W/RHS	270	270		3.00	810.00
	Size <b>SUN</b> Run:A 270					

Total lines: 4 Actual Weight:109.00 Ship Qty:936 Cases: Sales Amount: 3,042.00  
 TOTAL 6 CARTONS, 109 LBS

Tax %: 0.00  
 Shipping: 122.97  
**Total Amount:** 3,164.97  
 Payment: 0.00  
**Balance Due:** 3,164.97

**A.J. Morgan**  
 A Division of Sweet Baby, Inc.  
 ajmorgan@att.net  
 P.O. BOX 79215, LOS ANGELES, CA 90079  
 Telephone: (213) 624-0254 Fax: (213) 624-2456

**Invoice No.:** 128371  
**Date:** 8/16/2010

**INVOICE**

**Customer ID:** 01143

**Ship Date:** 8/16/2010 Page 1 of 1

**Sold To:**

**Ship To:**

Attn: Maria Delilah-buyer  
**ASHLEY STEWART LTD.**  
 100 METRO WAY  
 URBAN BRANDS ACCOUNTS PAYABLE  
 SECAUCUS, NJ 07094  
 Tel: (201) 319-9093 Fax: (201) 319-0156

Attn: Maria Delilah-buyer  
**ASHLEY STEWART LTD.**  
 100 METRO WAY  
 URBAN BRANDS ACCOUNTS PAYABLE  
 SECAUCUS, NJ 07094

S/O No.	S/O Date	Customer P/O No.	Sales Rep.	Ship Via	F.O.B.	Terms	Due Date
51788	6/14/2010	15321	A.J.	UPS Ground	LOS ANGELES	Net 30 Days	9/15/2010

Item No.	Description	OrderQty	ShipQty	B/OQty	Price	Ext.Amount
88189-SLV	CRYSTAL LUCY - SILVER w/RHS	200	200		3.50	700.00
	Size <u>SUN</u>					
	Run:A 200					

Total lines: 1	Actual Weight: 24.00	Ship Qty:200	Cases:	<b>Sales Amount:</b>	<b>700.00</b>
TOTAL 1 CARTON, 24 LBS				Tax %:	0.00
				Shipping:	26.28
				<b>Total Amount:</b>	<b>726.28</b>
				Payment:	0.00
				<b>Balance Due:</b>	<b>726.28</b>

# A.J. Morgan

A Division of Sweet Baby, Inc.

ajmorgan@att.net

P.O. BOX 79215, LOS ANGELES, CA 90079  
 Telephone: (213) 624-0254 Fax: (213) 624-2456

Invoice No.: 128790

Date: 8/23/2010

## INVOICE

Customer ID: 01143

Ship Date: 8/23/2010 Page 1 of 1

Sold To:

Ship To:

Attn: Maria Delilah-buyer

**ASHLEY STEWART LTD.**

100 METRO WAY

URBAN BRANDS ACCOUNTS PAYABLE

SECAUCUS, NJ 07094

Tel: (201) 319-9093 Fax: (201) 319-0156

Attn: Maria Delilah-buyer

**ASHLEY STEWART LTD.**

100 METRO WAY

URBAN BRANDS ACCOUNTS PAYABLE

SECAUCUS, NJ 07094

S/O No.	S/O Date	Customer P/O No.	Sales Rep.	Ship Via	F.O.B.	Terms	Due Date
53876	8/09/2010	16274	STG	UPS Ground	LOS ANGELES	Net 30 Days	9/22/2010

Item No.	Description	OrderQty	ShipQty	B/OQty	Price	Ext.Amount
88189-GLD	CRYSTAL LUCY - GOLD w/RHS	100	100		3.50	350.00
	Size <u>SUN</u>					
	Run:A 100					

Total lines: 1	Actual Weight: 12.00	Ship Qty: 100	Cases:	<b>Sales Amount:</b>	<b>350.00</b>
TOTAL 1 CARTON, 12 LBS				Tax %:	0.00
				Shipping:	14.72
				<b>Total Amount:</b>	<b>364.72</b>
				Payment:	0.00
				<b>Balance Due:</b>	<b>364.72</b>