

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: URBAN BRANDS, INC.		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): AMPAC PLASTICS LLC		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where notices should be sent: AMPAC PLASTICS LLC C/O TRC OPTIMUM FUND LLC ATTN: Terrel Ross 336 ATLANTIC AVENUE SUITE 302 <i>East Rockaway, NY 11518</i> Telephone number: (516) 255-1801		
Name and address where payment should be sent (if different from above): Telephone number:		<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: \$ <u>53,459.52</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 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. <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 commissions (up to \$11,725*) 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). <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"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(). 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.
2. Basis for Claim: <u>Goods Sold</u> (See instruction #2 on reverse side.)		
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. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
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:		
Date: <u>4/14/2010</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. 		FOR COURT USE ONLY Urban Brands  00343



INVOICE

Invoice: **100535039001**
 Invoice Date: **7/2/2010**
 Page: **1 of 1**

Please Remit To:
 Ampac
 P.O. Box 691369
 Cincinnati OH 45269-1369
 United States

Customer No: **5444**
 Payment Terms: **2% 30,N/31**
 Due Date: **8/1/2010**
 Ship Date: **7/2/2010**

Bill To:
 URBAN BRANDS*CHAP 11 9/24/10**
 100 METRO WAY
 ACCOUNTS PAYABLE
 SECAUCUS NJ 07094
 United States

Ship To: **044321**
 DIVERSIFIED DISTRIBUTION SYSTE
 8000 TELEGRAPH RD
 SEVERN MD 21144

For billing questions, please call: Amy Martin 1.800.452.0565 Fax 513.671.2920 Duplicate

Line	Description	Quantity		UOM	Pack	Unit Amt	Gross Amount
		Ordered	Shipped				
1	20.00x23.00x 6.00 ASHLEY STEWART HOLIDAY 2010 LG 6014 PO# 4063	1,040.000	956.000	CSE	500	\$55.92	\$53,459.52

Subtotal: \$53,459.52

Cust PO #: 4063
 Frt Carrier: DIV LOGISTICS
 B/L Number: B535039001
 Pro Number: 0922520

AMOUNT DUE: \$53,459.52

REFERENCE PO #677283 WHEN MAKING DELIVERY APPT
 410-519-8895
 PLEASE CALL 410-519-8895 FOR A DELIVERY APPT

301 00 2010

07/08/2010 13:55 FAX

AMPAC SECURITY

002/002

STRAIGHT BILL OF LADING - SHORT FORM - ORIGINAL - NOT NEGOTIABLE

RECEIVED, subject to the specifications and tariffs in effect on the date of the issue of this Bill of Lading

CARRIER DIVERSIFIED LOGISTICS

SHIPPER'S B/L #: 8535039-001
YOUR FREIGHT BILL MUST SHOW SHIPPERS NO. AND CARRIERS NO.

AT CINCINNATI, OHIO 07/01/10

FROM

PAGE 1

The property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown), received, consigned, and delivered as indicated below, which said carrier (the word carrier being intended throughout this document to mean any person or corporation in possession of the property under the bill of lading), agrees to carry to the place of delivery as indicated, if on its route, subject to the terms and conditions of the bill of lading. It is hereby agreed as to each carrier of this property or any portion of said property to destination, and as to each party at any time interested in it, that the carrier shall be liable for any loss or damage to the property or any portion of said property which shall be subject to all the laws and regulations of the Uniform Domestic Freight Bill of Lading Act (1) in Uniform Freight Conference, in effect on the date hereof, if it is a bill of lading, or by the applicable motor carrier regulations of law if it is a motor carrier shipment. Shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, including those on the back hereof, set forth in the classification or tariff which governs the transportation of this shipment, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and his agents, direct or indirect, for purposes of said bill of lading only.

DESCRIPTION OF ARTICLES			FREIGHT TERMS	
BAGS, CELLULOSE, OR PLASTIC FILM NO ITEM 20480, SUB. 3			PREPAY	
# CARTONS	TOTAL WEIGHT	CLASS		
956	31,548.00	60		



Payment post office address of shipper, 10026 TRICON RD, CINCINNATI, OHIO 45248-1792 (This Bill of Lading is to be signed by the shipper and agent of the carrier issuing same)

5444
URBAN BRANDS
100 METRO WAY
ACCOUNTS PAYABLE
SECAUCUS, NJ 07094

044321
DIVERSIFIED DISTRIBUTION SYSTEMS
8000 TELEGRAPH RD
SEVERN, MD 21144

PHONE: 301-776-7252

SOLD TO: EC. S. JENSEN
4063

PACKING LIST INFORMATION						
PLEASE CALL 410-519-8895 FOR A DELIVERY APPT						

REFERENCE: PO #677283 WHEN MAKING DELIVERY APPT						
410-519-8895						
1	ASHE2023	100794-0001	PH	20.00x23.00x 6.00	B535039-0001-1	-01
	ASHLEY STEWART HOLIDAY 2010 LG			CUSTOMER PART#: 8014		
	# CARTONS	PACK/CTN	EXTENDED	WEIGHT	STATUS	
	956	500	478,000	31,548.00	COMPLETE	
	956		478,000	31,548.00		
PACKING LIST TOTALS: SKIDS 24, CARTONS				956, WEIGHT	31,548.00	

SEAL # 0922520

John D. Jones