


UNITED STATES BANKRUPTCY COURT	District of Delaware	PROOF OF CLAIM
Name of Debtor: Urban Brands, Inc.		Case Number: 10-13005-KJC
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): Gardere Wynne Sewell LLP		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Claude Treece Gardere Wynne Sewell LLP 1601 Elm St., Ste. 3000 Dallas, TX 75201 Telephone number: (214) 999-4356		Court Claim Number: _____ <i>(If known)</i>
Name and address where payment should be sent (if different from above):		Filed on: _____
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.
1. Amount of Claim as of Date Case Filed: \$ <u>408,306.48</u>		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
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.		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.
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.		Specify the priority of the claim.
2. Basis for Claim: <u>Legal fees-see attached Exhibit A</u> <i>(See instruction #2 on reverse side.)</i>		<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: _____		<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).
3a. Debtor may have scheduled account as: _____ <i>(See instruction #3a on reverse side.)</i>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
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.		<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).
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
Describe:		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().
Value of Property: \$ _____ Annual Interest Rate: _____ %		Amount entitled to priority: \$ _____
Amount of arrearage and other charges as of time case filed included in secured claim,		*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.
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. <i>(See instruction 7 and definition of "redacted" on reverse side.)</i>		
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.		
If the documents are not available, please explain:		
Date: 12/20/10	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. Claude Treece Claude Treece, Operating Partner of Gardere Wynne Sewell LLP	FOR COURT USE ONLY Urban Brands  00380

EXHIBIT A

EXHIBIT A TO PROOF OF CLAIM

The amount claimed by Gardere Wynne Sewell LLP ("Gardere"), arises from, among other things, legal services provided to Urban Brands, Inc. (the "Debtor") by Gardere. Attached is a summary of all invoices supporting this claim of Gardere against the Debtor; for a detailed account of the amount claimed by Gardere, documents may be requested in writing to: Claude Treece, Gardere Wynne Sewell LLP, 1601 Elm Street., Suite 3000, Dallas, Texas 75201, 214-999-4607. Such documents will be produced at a mutually agreeable place and time.

Gardere reserves the right to assert additional amounts for any post-petition legal fees and expenses related to the claims of Gardere against the Debtor. Gardere reserves the right to amend this Proof of Claim to include such additional amounts as and when incurred related to Gardere's claims against the Debtor. Such fees are allowed by applicable Texas state law, and applicable federal law (*see, e.g.*, TEX. CIV. PRAC. REM. CODE § 38.001 et. seq.; 11 U.S.C. § 502). Texas law, including, but not limited to TEX. CIV. PRAC. & REM. CODE § 38.001 et. seq. allows Gardere to recover fees and expenses from the Debtor on account of rendered services, and no provision of the Bankruptcy Code denies in any way Gardere's right to recover these attorney's fees. Therefore, all of Gardere's reasonable attorney's fees are recoverable from the Debtor. *See Travelers Casualty & Surety Co. of America v. Pacific Gas & Electric Co.*, 2007 WL 816795 (United States Supreme Court; March 20, 2007).

This Proof of Claim is filed under compulsion of the bar date order entered in this case and to protect Gardere from forfeiture of its claims. The execution and filing of this Proof of Claim is: (a) without waiver of, without prejudice to, and with full reservation of Gardere's rights and claims based on or related to any and all reclamation demands; (b) without waiver or release of any of Gardere's rights, claims, actions, defenses, setoffs or counter-claims against the Debtor or against any other entity or person liable for all or part of the claims or rights of Gardere under applicable law; (c) not a consent by Gardere to the subject matter jurisdiction of the Bankruptcy Court with respect to any proceeding commenced before or after the Petition Date by or against or otherwise involving Gardere or the claims or rights of Gardere set forth herein; (d) without waiver of the right to withdraw the reference with respect to the subject matter of the claims or rights of Gardere set forth herein, any objection or other proceedings commenced with respect thereto or any other proceeding commenced in this bankruptcy case against or otherwise involving Gardere; (e) without waiver of, without prejudice to, and with full reservation of Gardere's rights to a jury trial or arbitration with respect to the subject matter of the claims or rights of Gardere set forth herein; and (f) not an election of remedy which waives or otherwise affects any other remedy.

Gardere expressly reserves all rights including, without limitation, its rights: (a) to amend, modify or supplement in any respect this Proof of Claim, including any exhibit, schedule or annex, or to file an amended proof of claim for the purpose of modifying or liquidating the amount of any interest, fees, costs and expenses accrued or incurred subsequent to the Petition Date or any contingent or unliquidated claims or rights of Gardere set forth herein; (b) to file additional proofs of claim; and (c) against third parties.

Urban Brands 135033
Pre-petition AR by Invoice Number sorted by Date

Bill Date	MID	Matter Name	Bill Num	Total Billed	Fees	Costs
6/7/2010	1	General Labor	1000291	\$2,402.47	\$2,398.50	\$3.97
6/7/2010	6	Notes Project	1000304	\$4,806.18	\$4,574.50	\$231.68
6/7/2010	11	Oppenheimer & Co. Inc.	1000341	\$9,380.38	\$9,373.50	\$6.88
6/7/2010	453	Gwendolyn Scott-Adams	1000295	\$14,180.67	\$11,230.50	\$2,950.17
6/7/2010	456	Mark A. Gunn	1000293	\$180.77	\$178.50	\$2.27
6/7/2010	463	Wells Fargo Bank	1000302	\$59.50	\$59.50	\$0.00
6/7/2010	469	Jill Scott	1000325	\$17,039.66	\$16,696.50	\$343.16
6/7/2010	470	Montebello, LLC	1000330	\$478.81	\$476.00	\$2.81
6/7/2010	471	Foley Hoag LLP	1000340	\$3,771.10	\$3,766.50	\$4.60
6/7/2010	501	Proposition 65 Claim	1000299	\$192.81	\$190.00	\$2.81
6/7/2010	506	Marianne #163 San Ysidro	1000319	\$480.72	\$472.50	\$8.22
6/7/2010	507	Real Estate Advice	1000320	\$4,496.51	\$4,486.00	\$10.51
6/7/2010	509	WRI-TC International	1000321	\$540.09	\$535.50	\$4.59
6/7/2010	544	Ashley Stewart #421 IL	1000329	\$420.62	\$416.50	\$4.12
6/7/2010	3013	US TM Ashley Sport (design)	1000309	\$900.00	\$900.00	\$0.00
6/7/2010	3014	US TM Ashley Sport (word mark)	1000310	\$400.00	\$400.00	\$0.00
6/7/2010	3018	US TM A LUX	1000326	\$650.00	\$650.00	\$0.00
6/7/2010	5001	DomainDoorman LLC	1000316	\$793.00	\$793.00	\$0.00
6/7/2010	5003	L.A. Printex / Burlington	1000327	\$2,161.78	\$2,150.00	\$11.78
6/7/2010	5004	L.A. Printex #3 v. Samsung America	1000349	\$8,135.68	\$8,121.00	\$14.68
6/7/2010	5005	The Avenue	1000339	\$2,494.11	\$2,454.00	\$40.11
6/7/2010	6000	IP General	1000300	\$2,361.00	\$2,361.00	\$0.00
7/13/2010	1	General Labor	1003370	\$2,463.00	\$2,459.50	\$3.50
7/13/2010	6	Notes Project	1003382	\$17,083.62	\$16,798.50	\$285.12
7/13/2010	11	Oppenheimer & Co. Inc.	1003419	\$15,763.89	\$15,755.00	\$8.89
7/13/2010	100	General Corporate Matters	1003371	\$20,176.46	\$20,139.50	\$36.96
7/13/2010	453	Gwendolyn Scott-Adams	1003372	\$8,492.06	\$8,132.50	\$359.56
7/13/2010	455	Cowart/Day	1003373	\$184.00	\$184.00	\$0.00
7/13/2010	458	LaShonda Brewer/Tynaisha Hayes	1003376	\$119.00	\$119.00	\$0.00
7/13/2010	463	Wells Fargo Bank	1003380	\$213.00	\$213.00	\$0.00
7/13/2010	467	Frances M. Russell	1003399	\$598.00	\$598.00	\$0.00
7/13/2010	469	Jill Scott	1003407	\$115.32	\$109.00	\$6.32
7/13/2010	470	Montebello, LLC	1003412	\$5,003.90	\$4,999.00	\$4.90
7/13/2010	471	Foley Hoag LLP	1003418	\$697.90	\$692.50	\$5.40
7/13/2010	501	Proposition 65 Claim	1003377	\$1,627.50	\$1,627.50	\$0.00
7/13/2010	506	Marianne #163 San Ysidro	1003396	\$2,111.00	\$2,111.00	\$0.00
7/13/2010	507	Real Estate Advice	1003397	\$1,692.00	\$1,666.00	\$26.00
7/13/2010	509	WRI-TC International	1003400	\$1,844.50	\$1,844.50	\$0.00
7/13/2010	544	Ashley Stewart #421 IL	1003410	\$1,966.25	\$1,963.50	\$2.75
7/13/2010	564	Ashley Stewart No. 408 LA	1003430	\$644.00	\$644.00	\$0.00
7/13/2010	3013	US TM Ashley Sport (design)	1003386	\$1,500.00	\$1,500.00	\$0.00
7/13/2010	3014	US TM Ashley Sport (word mark)	1003387	\$800.00	\$800.00	\$0.00
7/13/2010	3018	US TM A LUX	1003408	\$1,811.80	\$1,800.00	\$11.80
7/13/2010	5001	DomainDoorman LLC	1003392	\$350.00	\$350.00	\$0.00
7/13/2010	5002	PrivacyProtect.org	1003393	\$2,150.00	\$2,150.00	\$0.00
7/13/2010	5003	L.A. Printex / Burlington	1003409	\$650.00	\$650.00	\$0.00
7/13/2010	5004	L.A. Printex #3 v. Samsung America	1003411	\$127.57	\$100.00	\$27.57
7/13/2010	5005	The Avenue	1003417	\$150.00	\$150.00	\$0.00
7/13/2010	5006	Doan Phuong Nguyen	1003429	\$2,500.00	\$2,500.00	\$0.00
7/13/2010	6000	IP General	1003378	\$2,359.10	\$2,353.00	\$6.10
8/6/2010	1	General Labor	1006691	\$656.91	\$652.00	\$4.91
8/6/2010	6	Notes Project	1006717	\$1,191.05	\$665.00	\$526.05
8/6/2010	11	Oppenheimer & Co. Inc.	1006718	\$14,397.62	\$14,392.00	\$5.62
8/6/2010	12	Credit Facility Agreement	1006719	\$7,061.12	\$7,059.00	\$2.12
8/6/2010	100	General Corporate Matters	1006720	\$4,411.43	\$4,371.50	\$39.93
8/6/2010	300	General Benefits Advice	1006721	\$112.00	\$112.00	\$0.00
8/6/2010	453	Gwendolyn Scott-Adams	1006722	\$1,348.61	\$1,309.50	\$39.11
8/6/2010	458	LaShonda Brewer/Tynaisha Hayes	1006723	\$59.50	\$59.50	\$0.00
8/6/2010	468	Angela Daniels-Searcy	1006724	\$148.50	\$148.50	\$0.00
8/6/2010	469	Jill Scott	1006725	\$6,263.32	\$6,263.00	\$0.32
8/6/2010	470	Montebello, LLC	1006726	\$27.78	\$0.00	\$27.78
8/6/2010	472	Charlene Penland	1006728	\$9,943.00	\$9,943.00	\$0.00
8/6/2010	473	NLRB	1006729	\$10,974.00	\$10,974.00	\$0.00
8/6/2010	501	Proposition 65 Claim	1006730	\$809.41	\$807.50	\$1.91
8/6/2010	506	Marianne #163 San Ysidro	1006731	\$3,657.29	\$3,654.50	\$2.79
8/6/2010	507	Real Estate Advice	1006732	\$3,336.98	\$3,332.00	\$4.98
8/6/2010	509	WRI-TC International	1006733	\$2,782.00	\$2,782.00	\$0.00
8/6/2010	544	Ashley Stewart #421 IL	1006735	\$3,831.75	\$3,816.50	\$15.25

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Pre-petition AR by Invoice Number sorted by Date

Bill Date	MID	Matter Name	Bill Num	Total Billed	Fees	Costs
8/6/2010	564	Ashley Stewart No. 408 LA	1006736	\$1,133.50	\$1,133.50	\$0.00
8/6/2010	3013	US TM Ashley Sport (design)	1006737	\$3,707.71	\$3,700.00	\$7.71
8/6/2010	3014	US TM Ashley Sport (word mark)	1006738	\$900.00	\$900.00	\$0.00
8/6/2010	3018	US TM A LUX	1006739	\$2,850.00	\$2,850.00	\$0.00
8/6/2010	5002	PrivacyProtect.org	1006740	\$652.29	\$650.00	\$2.29
8/6/2010	5003	L.A. Printex / Burlington	1006741	\$304.47	\$300.00	\$4.47
8/6/2010	5004	L.A. Printex #3 v. Samsung America	1006742	\$26.00	\$26.00	\$0.00
8/6/2010	5006	Doan Phuong Nguyen	1006743	\$1,002.89	\$1,000.00	\$2.89
8/6/2010	6000	IP General	1006744	\$551.81	\$550.00	\$1.81
8/6/2010	9000	US TM Opp. Ashley Stewart (3010)	1006745	\$200.00	\$200.00	\$0.00
9/15/2010	1	General Labor	1010085	\$1,675.37	\$1,623.50	\$51.87
9/15/2010	6	Notes Project	1010096	\$128.94	\$104.00	\$24.94
9/15/2010	12	Credit Facility Agreement	1010135	\$10,078.91	\$10,075.00	\$3.91
9/15/2010	100	General Corporate Matters	1010087	\$25,382.51	\$25,368.00	\$14.51
9/15/2010	300	General Benefits Advice	1010086	\$244.00	\$244.00	\$0.00
9/15/2010	453	Gwendolyn Scott-Adams	1010089	\$21,816.61	\$18,297.00	\$3,519.61
9/15/2010	456	Mark A. Gunn	1010088	\$119.00	\$119.00	\$0.00
9/15/2010	463	Wells Fargo Bank	1010094	\$59.50	\$59.50	\$0.00
9/15/2010	469	Jill Scott	1010110	\$14,035.91	\$12,967.50	\$1,068.41
9/15/2010	472	Charlene Penland	1010121	\$478.81	\$476.00	\$2.81
9/15/2010	501	Proposition 65 Claim	1010091	\$192.66	\$190.00	\$2.66
9/15/2010	506	Marianne #163 San Ysidro	1010106	\$2,128.44	\$2,124.50	\$3.94
9/15/2010	507	Real Estate Advice	1010107	\$12,206.92	\$12,198.50	\$8.42
9/15/2010	509	WRI-TC International	1010108	\$1,927.00	\$1,927.00	\$0.00
9/15/2010	561	Ashley Stewart No. 122, NY	1010126	\$522.50	\$522.50	\$0.00
9/15/2010	564	Ashley Stewart No. 408 LA	1010130	\$303.00	\$303.00	\$0.00
9/15/2010	568	Morales Realty, Inc.	1010141	\$2,959.50	\$2,959.50	\$0.00
9/15/2010	569	Ashley Stewart #226, Houston, TX	1010143	\$8,693.00	\$8,693.00	\$0.00
9/15/2010	3010	US TM Ashley Stewart (76/257526)	1010097	\$200.00	\$200.00	\$0.00
9/15/2010	3013	US TM Ashley Sport (design)	1010099	\$800.00	\$800.00	\$0.00
9/15/2010	3014	US TM Ashley Sport (word mark)	1010100	\$1,800.00	\$1,800.00	\$0.00
9/15/2010	3018	US TM A LUX	1010111	\$902.75	\$900.00	\$2.75
9/15/2010	5003	L.A. Printex / Burlington	1010112	\$200.00	\$200.00	\$0.00
9/15/2010	5006	Doan Phuong Nguyen	1010128	\$200.00	\$200.00	\$0.00
9/15/2010	7002	MX (3014) TM: ASHLEY SPORT (Cl. 25)	1010139	\$1,528.00	\$1,400.00	\$0.00
9/15/2010	7003	MX (3013)TM:ASHLEY SPORT(Design) (Cl. 25)	1010138	\$1,278.00	\$1,150.00	\$0.00
9/15/2010	7004	CA (3014) TM: ASHLEY SPORT (Cl. 25)	1010137	\$1,300.00	\$500.00	\$800.00
9/15/2010	7005	CA (3013)TM:ASHLEY SPORT(Design)(Cl.25)	1010136	\$1,150.00	\$350.00	\$800.00
9/24/2010	1	General Labor	1012332	\$884.50	\$884.50	\$0.00
9/24/2010	100	General Corporate Matters	1012334	\$3,510.09	\$3,506.50	\$3.59
9/24/2010	100	General Corporate Matters	1013787	\$5,244.00	\$5,244.00	\$0.00
9/24/2010	300	General Benefits Advice	1012335	\$244.00	\$244.00	\$0.00
9/24/2010	453	Gwendolyn Scott-Adams	1012336	\$913.77	\$376.00	\$537.77
9/24/2010	458	LaShonda Brewer/Tynaisha Hayes	1012337	\$59.50	\$59.50	\$0.00
9/24/2010	463	Wells Fargo Bank	1012338	\$119.00	\$119.00	\$0.00
9/24/2010	469	Jill Scott	1012339	\$16,458.86	\$16,456.50	\$2.36
9/24/2010	473	NLRB	1012340	\$196.00	\$196.00	\$0.00
9/24/2010	506	Marianne #163 San Ysidro	1012341	\$476.00	\$476.00	\$0.00
9/24/2010	507	Real Estate Advice	1012342	\$1,609.82	\$1,606.50	\$3.32
9/24/2010	509	WRI-TC International	1012343	\$1,368.50	\$1,368.50	\$0.00
9/24/2010	569	Ashley Stewart #226, Houston, TX	1012344	\$4,872.00	\$4,872.00	\$0.00
9/24/2010	3013	US TM Ashley Sport (design)	1012345	\$572.02	\$300.00	\$234.50
9/24/2010	3014	US TM Ashley Sport (word mark)	1012346	\$372.02	\$100.00	\$234.50
9/24/2010	3018	US TM A LUX	1012347	\$1,750.00	\$1,750.00	\$0.00
9/24/2010	5003	L.A. Printex / Burlington	1012348	\$100.40	\$100.00	\$0.40
9/24/2010	6000	IP General	1012349	\$1,300.00	\$1,300.00	\$0.00
9/24/2010	7005	CA (3013)TM:ASHLEY SPORT(Design)(Cl.25)	1012350	\$300.00	\$300.00	\$0.00
9/24/2010	7006	CA (3018) TM: A*LUX (Design)	1012351	\$100.00	\$100.00	\$0.00
9/24/2010	7007	MX (3018) TM: A*LUX (Design)	1012352	\$1,428.00	\$1,300.00	\$0.00
9/24/2010	7008	MX (3018) TM: A*LUX (Design) (Cl. 26)	1012353	\$1,328.00	\$1,200.00	\$0.00
9/24/2010	7009	MX (3018) TM: A*LUX (Design) (Cl. 35)	1012354	\$928.00	\$800.00	\$0.00
		Total		\$408,306.48	\$395,154.00	\$12,437.44

Note: The invoices dated 9/24/10 contain amounts incurred through 9/21/10.

GARDERE

attorneys and counselors ■ www.gardere.com

Direct: 214-999-4817
Direct Fax: 214-999-3817
mhaynes@gardere.com

Via Federal Express

December 22, 2010

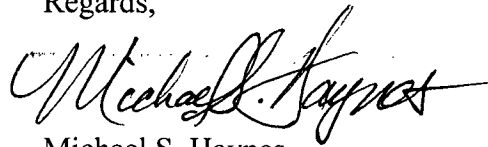
BMC Group Inc.
Attn: Urban Brands Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Re: Gardere Wynne Sewell LLP Proof of Claim

To Whom It May Concern:

Enclosed please find one (1) original and one (1) copy of an executed proof of claim of Gardere Wynne Sewell LLP. Please accept one proof of claim for filing and return the file-stamped copy to our office in the self-addressed stamped envelope enclosed for your convenience. Do not hesitate to contact me with any questions or comments. Thank you.

Regards,



Michael S. Haynes

MSH/jch

Enclosures