

UNITED STATES BANKRUPTCY COURT District of Delaware

PROOF OF CLAIM

Name of Debtor: Urban Brands, Inc. et al

Case Number: 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 request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property): Madison Brands Inc.

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

Jaffe Ross & Light LLP
880 Third Avenue
New York, New York 10022

Telephone number: (212) 751-1700

RECEIVED
JAN 06 2011
BMC GROUP

Court Claim Number: (If known)

Filed on:

Name and address where payment should be sent (if different from above):

MADISON BRANDS INC
1407 BROADWAY SUITE 1201
NEW YORK NY 10018

Telephone number: 212-719-1070

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.

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 53,743.75

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.

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.

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

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).

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 personal, family, or household use - 11 U.S.C. §507 (a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

2. Basis for Claim: Goods sold and delivered (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:

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

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:

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.

Date: 12/13/10

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.

DAVID HOFFMAN VICE PRESIDENT OF MADISON BRANDS INC

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U.S. BANKRUPTCY COURT
DISTRICT OF DELAWARE
JAN 06 2011 9:02 AM

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 357

Urban Brands



00427

BMC

JAFFE, ROSS & LIGHT LLP

ATTORNEYS & COUNSELORS AT LAW

880 THIRD AVENUE NEW YORK, NEW YORK 10022 (212) 751-1700 FACSIMILE (212) 751-2235

December 20, 2010

2010 DEC 23 AM 9:02
FILED
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

United States Bankruptcy Court
District of Delaware
824 North Market Street, 3rd Floor
Wilmington, Delaware 19801

Re: Urban Brands, Inc. et al.
Case No.: 10-13005 (KJC)

Gentlemen:

Enclosed please find a Proof of Claim to be filed on behalf of our client Madison Brands Inc. in the amount of \$53,743.75.

Please stamp and return a copy in the stamped self-addressed envelope enclosed.

Very truly yours,



Lawrence Fechner

LF:am
Enclosures