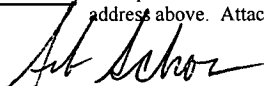



<b>UNITED STATES BANKRUPTCY COURT</b>		District of Delaware	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Urban Brands, Inc.</b>		Case Number: <b>10-13005-KJC</b>	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>FIRST Insurance Funding Corp.</b>		<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: <b>FIRST Insurance Funding Corp.</b> <b>450 Skokie Blvd Suite 1000</b> <b>Northbrook, IL 60062</b>  Telephone number: <b>(800) 837-3707</b>		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>RECEIVED</b>   <b>JAN 06 2011</b>   <b>BMC GROUP</b> </div>	
Name and address where payment should be sent (if different from above):		<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.	
Telephone number:			
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>80,119.28</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.		<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a).</b> 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)(____).  <b>Amount entitled to priority:</b> \$ _____	
<b>2. Basis for Claim:</b> <u>money loaned</u> (See instruction #2 on reverse side.)			
<b>3. Last four digits of any number by which creditor identifies debtor:</b> <u>4691</u>  <b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)			
<b>4. Secured Claim</b> (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.  <b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <b>Describe:</b> <u>unearned insurance premiums</u>  <b>Value of Property:</b> \$ <u>132,002.14</u> <b>Annual Interest Rate</b> <u>5.250 %</u>  <b>Amount of arrearage and other charges as of time case filed included in secured claim,</b> <b>if any:</b> \$ _____ <b>Basis for perfection:</b> <u>N.J.S.A. 17:16D- 15</u>  <b>Amount of Secured Claim:</b> \$ <u>80,119.28</u> <b>Amount Unsecured:</b> \$ <u>0.00</u>			
<b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  <b>7. Documents:</b> 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 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
<b>Date:</b> <u>1-3-11</u> <b>Signature:</b> 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.  		<b>FOR COURT USE ONLY</b>  <b>Urban Brands</b>  00429	

# FIRST INSURANCE FUNDING CORP.

## COMMERCIAL PREMIUM FINANCE AGREEMENT AND DISCLOSURE STATEMENT

AC # 105443

Quote Number: 000001065280

D/P+1


C.I.

**INSURED/BORROWER (Name and address as shown on Policy)**  
 Urban Brands, Inc.  
 100 Metro Way  
 Secaucus NJ 07084  
 Telephone Number: (201) 319-9093  
 Direct Correspondence to:

**AGENT or BROKER (Name and Business Address)** 05330-0001  
 HUB International Northeast  
 100 Sunnyside Blvd  
 Woodbury NY 11797  
 Telephone Number: (516) 498-7600  
 F/D: 998

A	Total Premium	\$ 460,145.15
B	Cash Down Payment Required	\$ 69,021.77
C	Unpaid Premium Balance	\$ 391,123.38
D	Documentary Stamp Tax (only applicable in Florida)	\$ 0.00
E	Amount Financed (The amount of credit provided on your behalf)	\$ 391,123.38
F	<b>FINANCE CHARGE</b> (Dollar amount credit will cost you)	\$ 9,473.02
G	Total of Payments (Amount you will have paid after making all scheduled payments)	\$ 400,596.40
<b>ANNUAL PERCENTAGE RATE</b> (Cost of your credit figured as a yearly rate)		5.250 %

**LENDER FIRST INSURANCE FUNDING CORP.**



450 Skokie Blvd, Suite 1000  
 P.O. Box 3308  
 Northbrook, IL 60065-3308  
 Telephone: (800) 837-3707  
 Fax: (800) 837-3708

**PAYMENT SCHEDULE BELOW**  See Schedule Attached

Term (Months)	Payment Due	Amount of Payment
10	Beginning 05/15/2010	40,059.64

**Prepayment** The insured may prepay the full amount due and receive a refund of the unearned interest as provided on page 2 of this agreement.

**Security** As security for the payments to be made, the insured assigns FIRST INSURANCE FUNDING CORP. (herein referred to as "FIRST") a security interest in return premiums, dividend payments, and certain loss payments with reference to the policies listed below. Under certain conditions, FIRST HAS THE RIGHT TO CANCEL FINANCED POLICIES, as provided on page 2 of this agreement.

**Late Payment** A late charge will be imposed on any payment which is not received by FIRST within five (5) days of its due date (unless a longer grace period is specified under applicable law, in which case a late charge will be imposed on any payment not received by FIRST within such grace period). This late charge will be 5% of the overdue amount with a minimum of \$1.00.

**Contract Reference** Reference should be made to the terms of this agreement as stated below and on page 2 for information about nonpayment, default, cancellation, the right to demand immediate payment in full, and prepayment.

PRN:043010 CFG:Internal

RT:05330 CRD:0 BP:B111 P/P:0.00 SUB:FINCODEFAULT DOWN

**SCHEDULE OF POLICIES**

Policy Number And Prefix	Full Name of Insurance Company and Name and Address of General Agent or Company Office to Which Premium is Paid	Type of Insurance	Policy Term in Months	Effective Date Mo. Day. Yr.	Policy Premiums
17730864	02351-001 - National Union Fire Ins Co PA	D&O [ME%: 100.000 CX: 1]	1	04-15-2010 FIN TXS/FEEES ERN TXS/FEEES	3,968.40 0.00 0.00
EC01153737485	02378-001 - Ohio Casualty Insurance Co	UMB [ME%: 0.000 CX: 10]	12	04-15-2010 FIN TXS/FEEES ERN TXS/FEEES	18,591.75 0.00 0.00
(Policies continued on next page.)					
<b>NOTICE: SEE PAGE 2 FOR IMPORTANT INFORMATION</b> The provisions on page 2 are incorporated by reference and constitute a part of this agreement					<b>TOTAL PREMIUMS (Record in "A")</b> 480,145.15

**AGENT OR BROKER REPRESENTATIONS AND WARRANTIES**  
 The undersigned agent or broker has read the Agent/Broker Representations and Warranties on Page 2, has completed page 2 of all copies where required, and makes all such Representations and Warranties recited herein. Further, the undersigned agent or broker agrees to: (i) pay all reasonable attorney fees, courts costs, and other collection costs incurred by FIRST in recovering amounts due from the agent or broker in connection with any breach of the Agent/Broker Representations and Warranties, and (ii) indemnify FIRST for any and all losses FIRST incurs as a result of any error committed by the Agent/Broker in completing or failing to complete any portion of this agreement.

**INSURED'S AGREEMENT:**  
 In consideration of the premium payments (the "Amount Financed" above) to be made to the above captioned AGENT or BROKER by FIRST, the named insured (herein referred to as "Insured") promised to pay, to the order of FIRST, the Total of Payments subject to all of the provisions set forth on both pages of this agreement.

**NOTICE TO THE INSURED:**  
 (1) Do not sign this agreement before you read both pages of it, or if it contains blank spaces. (2) You are entitled to a completely filled-in copy of this agreement. (3) Under the law, you have the right to pay off in advance the full amount due and under certain conditions to obtain a partial refund of the service charge. (4) Keep your copy of this agreement to protect your legal rights.

Signature of Agent or Broker: *John K...*  
 Title: *Mgr.*  
 Date: *6/2/10*

Signature: *Michael Abate*  
 Name of Insured (Print & Type): *Michael Abate*  
 By: Signature: *VP Finance*  
 Title: *VP Finance*  
 Date: *4:30:10*

**SCHEDULE OF POLICIES**

Policy Number And Prefix	Full Name of Insurance Company and Name and Address of General Agent or Company Office to Which Premium is Paid	Type of Insurance	Policy Term in Months	Effective Date Mo. Day. Yr.	Policy Premiums
V15WT810P	11442-001 - BEAZLEY INSURANCE CO, INC.	PROP [ME%: 0.000 CX: 10]	12	04-15-2010 FIN TXS/FEES ERN TXS/FEES	318,528.00 0.00 0.00
QK06502774	02452-001 - St Paul Fire & Marine Ins Co	UMB [ME%: 0.000 CX: 10]	12	04-15-2010 FIN TXS/FEES ERN TXS/FEES	38,994.00 0.00 0.00
TBO	02351-001 - National Union Fire Ins Co PA	D&O [ME%: 0.000 CX: 10]	12	04-30-2010 FIN TXS/FEES ERN TXS/FEES	83,065.00 0.00 0.00

Note:

Insured Account Summary

NDIP-URBAN BRANDS INC 100 METRO WAY SEACAUCUS, NJ 07094 (201) 319-9093	Orig Bal: \$400,596.40	Funded: 06/03/2010
	Principal	LC/Other
	Mat: \$320,477.12	\$10,014.90
	Paid: \$320,477.12	\$8,011.92
	Due: \$0.00	\$2,002.98
	Bal: \$80,119.28	\$2,002.98
		Total
		\$330,492.02
		\$328,489.04
		\$2,002.98
		\$82,122.26

Broker/Agent 05330-0001 070 Account Detail

HUB/WOODBURY, NY HO 100 SUNNYSIDE BLVD WOODBURY, NY 11797 (516) 677-4700 Prem Fin: HARSH BHASIN / PAT RYAN	N BK Ch11/13 Current Status: CURRENT Last Acct Act: 12/30/2010 Sched Pymt Dt: 01/15/2011 Pay off: 01/15/2011 APR: 5.25% Ant Cxl Date: RP: FS\Prior FS:	BRR_(3) \$7,577.01 \$42,062.62 \$81,947.75 \$0.00
--	--	---

Date	Trans	Charges	Credits	Check #	Pmts Due	LC/Other	Days
06/03/10	New				0.00	0.00	0
05/15/10	Pmt Due	40,059.64		Retained	0.00	0.00	0
06/04/10	BILLING				0.00	0.00	0
06/04/10	BILLING				0.00	0.00	0
06/15/10	Pmt Due	40,059.64			40,059.64	0.00	0
06/21/10	PD STMT				40,059.64	0.00	6
06/21/10	L/C Due	2,002.98			40,059.64	2,002.98	6
06/25/10	NOITC				40,059.64	2,002.98	10
06/28/10	BILLING				40,059.64	2,002.98	13
07/06/10	Pmt		40,059.64	343304	0.00	2,002.98	0
07/06/10	L/C Pmt		2,002.98	343304	0.00	0.00	0
07/15/10	Pmt Due	40,059.64			40,059.64	0.00	0
07/20/10	L/C Due	2,002.98			40,059.64	2,002.98	5
07/21/10	Pmt		40,059.64	343639	0.00	2,002.98	0
07/29/10	BILLING				0.00	2,002.98	0
08/15/10	Pmt Due	40,059.64			40,059.64	2,002.98	0
08/22/10	PD STMT				40,059.64	2,002.98	7
08/22/10	L/C Due	2,002.98			40,059.64	4,005.96	7
08/25/10	NOITC				40,059.64	4,005.96	10
08/30/10	BILLING				40,059.64	4,005.96	15
09/03/10	Pmt		40,059.64	344745	0.00	4,005.96	0
09/03/10	L/C Pmt		4,005.96	344745	0.00	0.00	0
09/15/10	Pmt Due	40,059.64			40,059.64	0.00	0
09/20/10	L/C Due	2,002.98			40,059.64	2,002.98	5
09/21/10	PD STMT				40,059.64	2,002.98	6
09/27/10	NOITC				40,059.64	2,002.98	12
09/28/10	BILLING				40,059.64	2,002.98	13
10/06/10	Pmt		40,059.64	345099	0.00	2,002.98	0
10/06/10	L/C Pmt		2,002.98	345099	0.00	0.00	0
10/15/10	Pmt Due	40,059.64			40,059.64	0.00	0
10/18/10	Pmt		40,059.64	D0345336	0.00	0.00	0
10/29/10	BILLING				0.00	0.00	0
11/15/10	Pmt Due	40,059.64			40,059.64	0.00	0
11/16/10	Pmt		30,776.99	40016	9,282.65	0.00	1
11/16/10	Pmt		9,282.65	345876	0.00	0.00	0
11/29/10	BILLING				0.00	0.00	0
12/15/10	Pmt Due	40,059.64			40,059.64	0.00	0

Loan Account .4691 (continued)

Date	Trans	Charges	Credits	Check #	Pmts Due	LC/Other	Days
12/20/10	L/C Due	2,002.98			40,059.64	2,002.98	5
12/21/10	PD STMT				40,059.64	2,002.98	6
12/27/10	NOITC				40,059.64	2,002.98	12
12/29/10	BILLING				40,059.64	2,002.98	14
12/29/10	Pmt		32,482.63	401179	7,577.01	2,002.98	14
12/30/10	Pmt		7,577.01	346692	0.00	2,002.98	0
01/03/11	Today				0.00	2,002.98	0
01/15/11	Pmt Due	40,059.64			40,059.64	2,002.98	-
02/15/11	Pmt Due	40,059.64			80,119.28	2,002.98	-