



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: Urban Brands Case No. 10-13005-KJC
Select Debtor from Attachment A (List of Debtors) to complete this section.

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case, but may be used for purposes of asserting a claim under 11 U.S.C. § 503(b)(9) (see Item # 6). All other requests 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): R-Pac International Corp.

Name and address where notices should be sent:
R-Pac International Corp.
132 W. 36th St. 7th Fl.
New York, NY 10018
Telephone number: 212-465-1818
Email Address: evelyn.cortes@r-pac.com

Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number: _____
(If known)
Filed on: _____

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

RECEIVED
JAN 12 2011

Telephone number: BMC GROUP

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: \$ 19,728.01

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.

2. Basis for Claim: goods sold
(See instruction #2 on reverse side.)

- 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)().

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: Real Estate Motor Vehicle Equipment 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. Claim Pursuant to 11 U.S.C. § 503(b)(9):
Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before November 17, 2010, the date of commencement of the above cases, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ 19,728.01

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 or 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 # 8 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 in an attachment.

Date: 1/4/11 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.

John Fitzgerald (CFO)

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.

FOR COURT USE ONLY

PH 1:1



BMC

INVOICE NUMBER	INVOICE DATE
0461228-IN	9/8/2010



www.r-pac.com

r-pac International Corp.

SOLD TO:

URBAN BRANDS
100 METRO WAY
Secaucus, NJ 07094

SHIP TO:

DDS CHAMBERSBURG
155 KRINER ROAD
TEL# 717-321-3441
ATTN: RECEIVING DEPT
CHAMBERSBURG 17202, PA

132 West 36th Street
New York, NY 10018

Tel: 212-465-1818
Fax: 212-465-2122

ACCOUNT NO.	CUSTOMER P.O. NUMBER	TERMS	SALESPERSON	NO. CASES
URB070	DDS678199	NET 30	SR	

QUANTITY	DESCRIPTION	\$ PER / M	AMOUNT
25.000	ASHLEY STEWART MEDIUM GIFT BOX ITEM# URB 6067 (143199) RE: DELIVERY NOTE# DND10004914 DATED 7/29/10 RE: FREIGHT CHARGES BEING BILLED ON THIS SHIPMENT IS FROM CLIFTON, NEW JERSEY TO CHAMBERSBURG, PA TOTAL WEIGHT: 7,100 KGS (15,600 LBS)	710.00	17,750.00
WE APPRECIATE YOUR BUSINESS		NET INVOICE	17,750.00
		NEWAY-WEST	1,978.01
		INVOICE TOTAL	19,728.01

THIS SALE IS SUBJECT TO THE TERMS AND CONDITIONS STATED ON REVERSE



unloaded
Bonus

132

ARR-1035

575 Avenue P, Newark, NJ 07105
TEL: (973) 344-4224 FAX: (973) 344-43

CUSTOMER NEWAY LOGISTICS INC. 9841 AIRPORT BLVD. SUITE 808 LOS ANGELES, CA 90045 T: 310-665-9033 F:		<i>Yard -> 10 AM</i>		PRO NUMBER H1008101
				DATE 08/26/10
		CONTAINER NO. EISU3620807/20	SEAL NO.	CHASIS NO. /20
PICK UP FROM MAHER TERMINAL FLEET STREET BERTH 64	DELIVER TO DDS CHAMBERSBURG 155 KRINER ROAD CHAMBERSBURG, PA 17201 T: 717-261-0223 F: <i>Fran - X10</i>	FREIGHT BILL NO. EGLV010001079899		
		CUSTOMER REFERENCE NO. 002146030		
		P/U OR BOOKING NO.		

THIS FREIGHT BILL IS DESIGNED TO MEET THE REQUIREMENTS OF THE INTERSTATE COMMERCE COMMISSION AND THE FREIGHT-CHARGES MUST BE PAID AS REQUIRED BY SECTION 223 OF PART 11 OF THE INTERSTATE COMMERCE ACT.

DESCRIPTION PAPER BOX	APPOINTMENT	LAST FREE DAT
<i>PO: DDS-678199</i> <i>0071577</i>		
<i>311103Q</i>		
<i>Randy Willy 9-3-10</i>	<i>800</i>	<i>444 3386</i>

I.C.C. REGULATIONS REQUIRE THAT THIS FREIGHT BILL BE PAID IN SEVEN (7) DAYS

TIME LOG	REMARKS OR SPECIAL HANDLING INSTRUCTIONS
TIME ARRIVED 10:30 AM	RECEIVED THE ABOVE DESCRIBED PROPERTY IN GOOD CONDITION EXCEPT AS NOTED
TIME STARTED 11:30 PM	
TIME COMPLETED <i>714 Rahway Ave</i> <i>577-1247</i> 1:15 PM	
FIRM:	
BY:	
SHOW COMPLETE COMPANY NAME AND SIGNATURE - INITIALS NOT ACCEPTED	
IF FREIGHT IS COLLECT SIGN BELOW	
FREIGHT COLLECT:	

EA Yes
8/29 9/2

Ashley TAYLOR

9/3
9/11