

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor:

Urban Brands, Inc.

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):

NICOLETTE

Name and address where notices should be sent:

25641042012935
NICOLETTE
2950 E VERNON AVENUE
VERNON, CA 90058



YOUR CLAIM IS SCHEDULED AS:
SCHEDULE ID: s1399
AMOUNT/CLASSIFICATION:
\$53,650.04 UNSECURED

RECEIVED

JAN 14 2011

BMC GROUP

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):

Telephone No. 213-746-0016

Check 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: \$ 53,650.04

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 the claim. Attach itemized statement of all interest or charges

2. Basis for Claim: GOODS SOLD

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. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ 53,650.04

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 of running accounts, contracts, judgments, mortgages and security agreements.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENT MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:

Date: 1/10/11

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.

ANDY AZAD, PRESIDENT

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 commission (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, which ever 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).
Section 503(b)(9) Claim -- check this box if your claim is for the value of goods received by the Debtor within 20 days before the commencement of the case -- 11 U.S.C. § 503(b)(9).
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.

FOR COURT USE ONLY



00467

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9) State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

INFORMATION

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgement of Filing a Claim

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.bmcgroup.com/UrbanBrands>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOFS OF CLAIM TO:

Via Regular U.S. Mail **Via Overnight Courier**

BMC Group, Inc. Attn: Urban Brands Claims Processing P.O. Box 3020 Chanhassen, MN 55317	BMC Group, Inc. Attn: Urban Brands Claims Processing 18750 Lake Drive East Chanhassen, MN 55317
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INVOICE

Number : **NIC10946**
 Date : 08/16/10
 Division : NICOLETTE CLOTHIN
 DUE DATE : 10/16/10

2950 E. VERNON AVE. VERNON, CA 90058

Tel: (213) 746-0016 Fax: (213) 746-0990

SOLD TO

URBAN BRANDS
 100 METRO WAY
 SECAUCUS, NJ 07094
 TEL: (201) 319-9093 / FAX: (201) 319-9097

SHIP TO

ASHLEY STEWART INC. DIV OF URBAN BRANDS
 100 METRO WAY
 SECAUCUS, NJ 07094

NAME	DEPT/DIVISION	ATTENTION	TERMS	SHIPPED VIA	
	35	Juanita Lashley	Net 10 EOM 30DY	EDI (PREPAID)	
INVOICE DATE	CUST PO #	BILL OF LADING	SALES ORDER #	DC #	SALESPERSON
08/16/10	15017	0	NU15695		KIRBY ZWIC
SHIPPING DATE	PACKING SLIP #	APPROVAL #	FRT METHOD: TERMS	STORE #	
08/10/10	NIC10946		Prepaid		

STYLE#	COLOR	SIZE / DESCRIPTION	QTY	PRICE	AMOUNT
		Sizes: 1X 2X 3X			
		100% COTTON WOVEN LADIES SMOCK BUTTON TOP			
		HTS Code: -			
NIC-PT9876A	GOLDE	760 763 507	2,030	\$12.65	\$25,679.50
NIC-PT9876A	SHYPE	924 924 616	2,464	\$12.65	\$31,169.60
			Acct: 932J		
TOTAL QTY →			4,494		

This invoice is assigned to and payable only to:
The CIT Group/Commercial Services, Inc.
 P.O. Box 1036, Charlotte, NC 28201-1036
 to whom notice must be given of any merchandise returns
 or claims. Payment made to any other party does not
 constitute valid payment of this invoice.

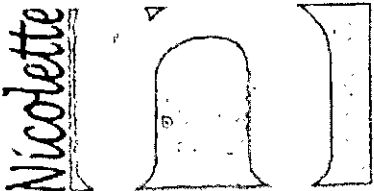
Subtotal :	\$56,849.10
Total :	\$56,849.10

1. CLAIMS - Goods must be counted upon receipt. We are not responsible for any goods after altered from original delivered form. All claims or demands for defective merchandise must be made in writing by certified mail within 5 days of receipt goods. Failure to give such notice shall constitute unqualified acceptance and waiver of all such claims by buyer. Written return authorization is required by seller for returns. Any errors in items or price must be reported within 5 days. Absolutely no returns will be accepted or allowances made after goods have been altered from original delivered form.
2. CASUALTIES - Goods delivered throughout common carriers or sent via parcel post are at the risk of buyer. In no event shall the seller be liable for loss of profits, late deliveries, damages for breach of contract by buyer, or other consequential or contingent losses.
3. WARRANTIES - Seller makes no warranty, expressed nor implied, of merchantability or of fitness of goods for any specific purpose unless expressly specified.
4. PAYMENT - Payments are due within time period specified on invoice, time being of the essence. Upon failure of the buyer to make timely payments, buyer agrees to pay any and all cost of collection and litigation, including but not limited to attorney fees and interest at the rate of 1.5% per month.

PLEASE COUNT IMMEDIATELY. ALL CLAIMS MUST BE MADE WITHIN 5 DAYS OF RECEIPT OF GOODS.
***** NO RETURNS ACCEPTED WITHOUT PRIOR AUTHORIZATION BY SELLER *****

Name :
 Division : 35
 Attention : Juanita Lashley

ORIGINAL



A DIVISION OF NOUVEAU FABRICS, INC.

PACKING LIST

Number : **NIC10946**
 Date : 08/10/10
 Division : NICOLETTE CLOTHIN

2950 E. VERNON AVE. VERNON, CA 90058

Tel: (213) 746-0016 Fax: (213) 746-0990

SOLD TO

URBAN BRANDS
 100 METRO WAY
 SECAUCUS, NJ 07094
 TEL: (201) 319-9093 / FAX: (201) 319-9097

SHIP TO

ASHLEY STEWART INC. DIV OF URBAN BRANDS
 100 METRO WAY
 SECAUCUS, NJ 07094

CUSTOMER PO #	SALESPERSON	SHIP VIA	BUYER ATTENTION	BUYER NAME
15017	KIRBY ZWICK	EDI [PREPAID]	Juanita Lashley	
TERMS	SALES ORDER #	BILL OF LADING #	F.O.B.	BUYER DEPT/DIV
Net 10 EOM 30DY	NU15695	0		35

STYLE#	COLOR	SIZE / DESCRIPTION	QTY
NIC-PT9876A	BRN/GOLD	Sizes: 1X 2X 3X 100% COTTON WOVEN LADIES SMOCK BUTTON TOP HTS Code: - 760 763 507	2,030
NIC-PT9876A	TEAL/TAN	924 924 616	2,464

Legal Notes

1. CLAIMS - Goods must be counted upon receipt. We are not responsible for any goods after altered from original delivered form. All claims or demands for defective merchandise must be made in writing by certified mail within 5 days of receipt goods. Failure to give such notice shall constitute unqualified acceptance and waiver of all such claims by buyer. Written return authorization is required by seller for returns. Any errors in items or price must be reported within 5 days. Absolutely no returns will be accepted or allowances made after goods have been altered from original delivered form.
 2. CASUALTIES - Goods delivered throughout common carriers or sent via parcel post are at the risk of buyer. In no event shall the seller be liable for loss of profits, late deliveries, damages for breach of contract by buyer, or other consequential or contingent losses.
 3. WARRANTIES - Seller makes no warranty, expressed nor implied, of merchantability or of fitness of goods for any specific purpose unless expressly specified.
 4. PAYMENT - Payments are due within time period specified on invoice, time being of the essence. Upon failure of the buyer to make timely payments buyer agrees to pay any and all cost of collection and litigation, including but not limited to attorney fees and interest at the rate of 1.5% per month.
 PLEASE COUNT IMMEDIATELY. ALL CLAIMS MUST BE MADE WITHIN 5 DAYS OF RECEIPT OF GOODS *** NO RETURNS ACCEPTED WITHOUT PRIOR AUTHORIZATION BY SELLER ***

Total Qty : 4,494

User : PEACH MOD2 ID # 306216
 Aug 11, 2010 @ 1:25:57 PM Station # 604726862

ORDER X DATE

URBAN BRANDS

11010644
 100 Metro Way
 Secaucus, NJ 07094
 201-319-9093 • Fax 201-319-9097

ASHLEY STEWART
 e-commerce

1W 12015

PURCHASE ORDER

- This purchase order must appear on:
 - All documents
 - Each individual carton
 - Bill of lading
 Refer to our Routing & Shipping guide for all Urban Brands requirements.
- This purchase order is your agreement to pay any and all charges related to your failure to comply with all requirements listed in the Urban Brands Routing & Shipping Guide.
- Packing slip must be enclosed with all shipments.
- This purchase order is expressly conditioned upon the acceptance by vendor of the terms and conditions that appear on the face and reverse side hereof.
- Production sample must be submitted for approval prior to delivery free of charge.

ORIGINAL ORDER
CONFIRMING ORDER

Ship To:
 II Warehouse - Ashley Stewart
 10 Metro Way
 Secaucus, NJ 07094
 United States of America

Vendor: 24903
 NICOLETTE
 2950 E VERNON AVENUE
 VERNON, CA 90058
 United States of America

Bill To:
 Corporate Office
 100 Metro Way
 Secaucus, NJ 07094
 United States of America

Entry Date: 6/08/10
 To Be Received After: 8/16/10
 To Be Received Before: 8/18/10

Notes - PLEASE LABELS SHIP FLAT NUMBER 1K-3K(352)

Order Style: 203 Juanita Lashley
 Description: 35 Women shirts P
 Unit Dpt: *ALL
 Class: *ALL
 Terms: 10 EOM + 30
 Currency: USD U.S. Dollars

Freight: 4 FREIGHT PREPAID
 FOB: SHIPPING POINT
 SHIP VIA: Federal Express
 Contact: _____

CLR Cde: _____
 PP Ordr: _____
 Total Qty: 2,464

Order Style	Style Number	Description	CLR Cde	PP Ordr	Total Qty
NIC-P19876ARLAI	BTNRRT	RUFFLE TEE	XL	1K	2,464
		SHIRTS	2K	924	
			3K	924	
			4K	616	
			761	761	2,028
			506		
Style Pack Totals:				4,492	
Cost:				12.65	
Retail:				34.00	
100BCTH					
Total Qty:				4,492	

Total packs on PO: 924.00
 Total Ext Cost: 56,823.80
 Total Ext Retail: 152,728.00
 Total PO Qty: 4,492

ATTN: Kirby
 FROM: Michelle

DATE RECEIVED: _____
 PO# 15017
 PO# INC
 FACTOR

M104311
C1338

EDI Express

P. O. BOX 2149
GARDENA, CA 90247-0149
310-851-5833

DELIVERY RECEIPT Original



305119681

Date 08/13/2010

Shipper

NOUVEAU FABRIC 136299
2950 E VERNON AVE
VERNON, CA 90058
(213)746-0016

Bill to

NOUVEAU FABRIC
2950 E VERNON AVE
VERNON CA 90058
(213)746-1016

Consignee

ASHLEY STEWART LTD 357304
100 METRO WAY
DIV OF URBAN BRAND
SECAUCUS, NJ 07094

Date Shipped	Origin	Destination	Shipper's Reference	Consignee's Reference	Terms
08/13/2010	CA	NJ	136299		Prepaid
Pieces	Description of Articles	Weight	Rate	Amount	
40	70 PIECE GOODS	1500			

PO# 15017
40 CTNS
HOT RUSH
MUST DELIVER BY WED 8/18/10

90 815

Total Pcs: 40

weight: 1500

Please visit WWW.EDI-EXPRESS.COM for Billing inquiries

Received described freight in good order

Total Due \$

Print Name

OSCAR CRUZ

Received By

OSCAR CRUZ Time

Date

8/18/10

POD - NIC18946