
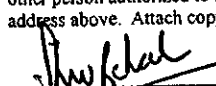


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: Urban Brands, Inc.		Case Number: 10-13005-KJC
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative 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): PROFILE INDUSTRIES, INC		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent:  25641042012870 PROFILE INDUSTRIES, INC 1407 BROADWAY SUITE 2203 NEW YORK, NY 10018 PH # 212-921-0101		COURT CLAIM NUMBER: _____ (if known) FILED ON: _____
Name and address where payment should be sent (if different from above): Telephone No. _____		<input type="checkbox"/> 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. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <u>\$ 31,828.00</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 the claim. Attach itemized statement of all 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.
2. Basis for Claim: <u>GOODS SOLD</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>3678</u> 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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.)		<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 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). <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"/> 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). <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
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. 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 DOCUMENT 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: <u>1/6/2011</u>	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.  SHIV BEHAL, VICE PRESIDENT	

FOR COURT USE ONLY
 Urban Brands

 00469

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

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.

INFORMATION

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(c), 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 Chanhasen, MN 55317	BMC Group, Inc. Attn: Urban Brands Claims Processing 18750 Lake Drive East Chanhasen, MN 55317
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Profile Industries, Inc

Distribution Center:
1435 51st Street
North Bergen, NJ 07047
USA

INVOICE

Invoice Number: 37077
Invoice Date: Jul 19, 2010
Page: 1

Showroom:

1407 Broadway - Suite 2203
New York, NY 10018

Voice: 201-866-8040

Voice: 212-921-0101

Fax: 201-866-8205

Fax: 212-921-5206

Email: info@profileind.com

Duplicate

Bill To:
ASHLEY STEWART CORPORATE OFFICE 100 METRO WAY SECAUCUS, NJ 07094

Ship to:
UBI WAREHOUSE 100 METRO WAY SECAUCUS, NJ 07094

Customer ID	Customer PO	Payment Terms	
ASHLEY	12477	Net 45 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
	CITI CARGO	7/19/10	9/2/10

Quantity	Item	Description	Unit Price	Amount
1,560.00	9965L-2617 BLUE	PLAID ROLLUP CUFF SHIRT	9.75	15,210.00
Subtotal				15,210.00
Freight				
Total Invoice Amount				15,210.00
Payment/Credit Applied				
TOTAL				15,210.00

This invoice is assigned to, owned by, and payable only to: The CIT Group/Commercial Services, Inc. PO 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 notice.

Profile Industries, Inc

Distribution Center:
1435 51st Street
North Bergen, NJ 07047
USA

INVOICE

Invoice Number: 37078
Invoice Date: Jul 19, 2010
Page: 1

Showroom:
1407 Broadway - Suite 2203
New York, NY 10018
Voice: 212-921-0101
Fax: 212-921-5206
Email: info@profileind.com

Voice: 201-866-8040
Fax: 201-866-8205

Duplicate

Bill To:
ASHLEY STEWART CORPORATE OFFICE 100 METRO WAY SECAUCUS, NJ 07094

Ship to:
UBI WAREHOUSE 100 METRO WAY SECAUCUS, NJ 07094

Customer ID	Customer PO	Payment Terms	
ASHLEY	12477	Net 45 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
	CITI CARGO	7/19/10	9/2/10

Quantity	Item	Description	Unit Price	Amount
360.00	9965L-2617 BLUE	PLAID ROLLUP CUFF SHIRT	9.75	3,510.00
1,200.00	9965L-2617 PURPLE	PLAID ROLLUP CUFF SHIRT	9.75	11,700.00
Subtotal				15,210.00
Freight				
Total Invoice Amount				15,210.00
Payment/Credit Applied				
TOTAL				15,210.00

This invoice is assigned to, owned by, and payable only to: The CIT Group/Commercial Services, Inc. PO 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 notice.

URBANBRANDS™

Secaucus, NJ 07094
201-319-9093 • Fax 201-319-9097

ASHLEY STEWART
 e-commerce

e-commerce

PURCHASE ORDER

ORIGINAL ORDER

CONFIRMING ORDER

Ship To:
B1 Warehouse - Ashley Stewart
80 Metro Way
Secaucus, NJ 07094
United States of America

Vendor: 1007
PROFITE INDUSTRIES, INC
1407 BROADWAY SUITE 2211
NEW YORK, NY 10018
United States of America

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

PO#: 12477

Layer - 203 Juanita Lashley
Dept - 35 Women shirts P
Ship Dpt - *ALL
Class - *ALL
Terms - 10 EOM + 30
Vendor Style Style Number Description CLR Cde PP Ord

Entry Date- 1/22/10
To Be Received After- 5/4/10
To Be Received Before- 5/14/10

Notes - PRE-TIX PLATX BPC BDULE AS LABEL 14-24(121211)
5/14/10
5/16/10

Total Qty

Vendor Style	Style Number	Description	CLR	Cde	PP	Ord	Total Qty								
9965L-2617	CHEQUE ROLL CUFF CAMP SHIRT	SKDIP 474	12	14	16	18	20	22	24	26	28	30	32	34	1,920
		TWEED 547	150	300	150	300	150	150	150	150	150	150	150	150	1,200
		Costs:	9.75	Retail:	29.00										3,120
		100% CTN													

Total packs on PO: 240.00

Total Ext Costs: 30,420.00 Tot Ext Retail: 90,480.00

INU: 66.4 %

Total PO Qty: 3,120

- This purchase order must appear on:
 - All documents
 - Each individual carton
 - Bill of lading
- Refer to our Routing & Shipping guide for all
- 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.
- Padding 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 form and reverse side hereof.
- Production sample must be submitted for approval prior to delivery here of change.



TIME - SAVER BUSINESS FORMS CO.

BY TRUCK FREIGHT

STRAIGHT BILL OF LADING — SHORT FORM — ORIGINAL — NOT NEGOTIABLE

RECEIVED, subject to individually determined rates or contracts that have been agreed upon in writing between the carrier and shipper, if applicable, otherwise to the rates, classifications and rules that have been established by the carrier and are available to the shipper, on request, the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown) marked, consigned, and destined as shown below, which said carrier agrees to carry to destination, if on its route, or otherwise to deliver to another carrier on the route to destination. It is mutually agreed, as to each carrier of all or any portion of said route to destination, and as to each party at any time interested in all or any of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Bill of Lading set forth in the National Motor Freight Classification 100-X and successive issues. The shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, including those on the back thereof, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and assigns.

Name PROFILE INDUSTRIES, INC. 1435 51st STREET NORTH BERGEN, N.J. 07047 TEL: (201) 866-8040, FAX: (201) 866-8204
Carrier 07/19/10
Carrier's Pro No. 6550
Shipper's Bill of Lading No.
Consignee's Reference/PO No.
No.

Consigned to Ashley Stewart - UBI Warehouse
Destination Street 100 Metro Way State of SECAUCUS County of NJ 07094
Delivering Carrier CITI CARGO Trailer No.

Additional Shipment Information CONFIRMATION # 0719130

Table with columns: HANDLING UNITS NO. TYPE, PACKAGES NO. TYPE, KIND OF PACKAGE, DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXCEPTIONS, WEIGHT, Class or Rate Ref., Cube. Includes handwritten entry: 39 Po # 12477 LADIES WEARING APPAREL 1560 lbs THIRTY NINE CTN ONLY

For Freight Collect Shipments: If this shipment is to be delivered to the consignee, without recourse on the consignor, the consignor shall sign the following statement: The carrier may decline to make delivery of this shipment without payment of freight and all other lawful charges. Signature of Consignor: ANTA SAUS

Shipper Certification—This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation according to the applicable regulations of the DOT.

Carrier Certification—Carrier acknowledges receipt of packages and required placards. Carrier certifies emergency response information was made available and/or carrier has the DOT emergency response guidebook or equivalent document in the vehicle.

NOTE (1) Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property as follows: The agreed or declared value of the property is specifically stated by the shipper to be not exceeding per.
NOTE (2) Liability Limitation for loss or damage on this shipment may be applicable. See 49 U.S.C. § 14706(c)(1)(A) and (B).
NOTE (3) Commodities requiring special or additional care or attention in handling or stowing must be so marked and packaged as to ensure safe transportation with ordinary care. See Sec. 2(e) of NMFC item 360.

Notify if problem enroute or at delivery Name Fax No. Tel. No. (for informational purpose only)

Send freight bill to: Company Name City Street State Zip

Shipper Per Carrier Per PROFILE INDUSTRIES, INC.

THIS SHIPMENT IS CORRECTLY DESCRIBED CORRECT WEIGHT IS 1435 51st STREET, NORTH BERGEN, NJ 07047 LBS. Permanent post office address of shipper

Package Nos. Date Freight charges are to be PREPAID unless marked collect. CHECK BOX-IF COLLECT

C.O.D. charge to be paid by Shipper Consignee C.O.D. SHIPMENT

C.O.D. Amt. Collection Fee Total Charges

Large handwritten signature or scribble at the bottom of the page.

Profile Industries, Inc

Distribution Center:
1435 51st Street
North Bergen, NJ 07047
USA

INVOICE

Invoice Number: 36742
Invoice Date: Jun 7, 2010
Page: 1

Showroom:
1407 Broadway - Suite 2203
New York, NY 10018
Voice: 212-921-0101
Fax: 212-921-5206
Email: info@profileind.com

Voice: 201-866-8040
Fax: 201-866-8205

Duplicate

Bill To:
ASHLEY STEWART CORPORATE OFFICE 100 METRO WAY SECAUCUS, NJ 07094

Ship to:
UBI WAREHOUSE-E COMMERCE 100 METRO WAY SECAUCUS, NJ 07094

Customer ID	Customer PO	Payment Terms	
ASHLEY	12562	Net 45 Days	
Sales Rep ID	Shipping Method	Ship Date	Due Date
	CITI CARGO	6/7/10	7/22/10

Quantity	Item	Description	Unit Price	Amount
64.00	9920L-488 MULTI	MULTI COLOR TUNIC	11.00	704.00
64.00	9920L-488 NAVY	MULTI COLOR TUNIC 2 CTN 128 PCS	11.00	704.00
Subtotal				1,408.00
Freight				
Total Invoice Amount				1,408.00
Payment/Credit Applied				
TOTAL				1,408.00

This invoice is assigned to, owned by, and payable only to: The CIT Group/Commercial Services, Inc. PO 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 notice.

URBAN BRANDS™

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

ASHLEY STEWART
 e-commerce
 MARIANNE
 e-commerce

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

- 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.
- Pending 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.

PURCHASE ORDER
 ORIGINAL ORDER
 CONFIRMING ORDER

Page 1
 PO#: 12562

Entry Date- 1/27/10
 To Be Received After- 5/31/10
 To Be Received Before- 6/02/10

Notes - PRE-TIX, FLAT PK SINGLE SZ/COLOR, AS LABEL

Vendor: 1007
 PROFILE INDUSTRIES, INC
 1407 BROADWAY SUITE 2211
 NEW YORK, NY 10018
 United States of America

Freight - 4 FREIGHT PREPAID
 FOB - SHIPPING POINT
 SHIP VIA - Federal Express
 Contact -
 Currency- USD U.S. Dollars

Order Style	Style Number	Description	CLF	Code	PP	Ord	XL	1X	2X	3X	4X	Total Qty	
	99201-488	MULTI PLAID SMOCKED YOKE		NAVY	410		24	24	24	16		64	
		FIRED 852					24	24	16			64	
Style Pack Totals:							128					128	
100% COT								11.00					
Total Ext Cost:							1,408.00						
Total Ext Retail:							4,352.00						
Total PO Qty:													128

RECEIVED
 ADDED COLOR

29-3



FORM NO. XB3

TIME - SAVER BUSINESS FORMS CO.

DESIGNATE WITH AN (X)
BY TRUCK FREIGHT

STRAIGHT BILL OF LADING — SHORT FORM — ORIGINAL — NOT NEGOTIABLE

RECEIVED, subject to individually determined rates or contracts that have been agreed upon in writing between the carrier and shipper, if applicable, otherwise to the rates, classifications and rules that have been established by the carrier and are available to the shipper, on request, the property described below, in apparent good order, except as noted (contents and condition of contents of packages unknown) marked, consigned, and destined as shown below, which said carrier agrees to carry to destination, if on its route, or otherwise to deliver to another carrier on the route to destination. It is mutually agreed, as to each carrier of all or any portion of said route to destination, and as to each party at any time interested in all or any of said property, that every service to be performed hereunder shall be subject to all the terms and conditions of the Uniform Bill of Lading set forth in the National Motor Freight Classification 100-X and successive issues. The shipper hereby certifies that he is familiar with all the terms and conditions of the said bill of lading, including those on the back thereof, and the said terms and conditions are hereby agreed to by the shipper and accepted for himself and assigns.

Name **PROFILE INDUSTRIES, INC.** Carrier's Pro No. 06/09/10 6529
 1435 51st STREET
 Of NORTH BERGEN, N.J. 07047 Shipper's Bill of Lading No. _____
 Carrier TEL: (201) 866-8040, FAX: (201) 866-8204 Consignee's Reference/PO No. _____
 No. _____

Consigned to UBI WAREHOUSE AWLEY STEWART
 Destination Street 100 METRO WAY State of SECAUCKS County of NJ 07094
 Delivering Carrier CITI CARGO Trailer No. _____
 Additional Shipment Information APPT # 060911

HANDLING UNITS NO TYPE	PACKAGES NO TYPE	KIND OF PACKAGE, DESCRIPTION OF ARTICLES, SPECIAL MARKS AND EXCEPTIONS (Subject to Correction)	WEIGHT (Subject to Correction)	Class or Rate Ref. (For Info. Only)	Cube (Optional)	For Freight Collect Shipments: If this shipment is to be delivered to the consignee, without recourse on the consignor the consignor shall sign the following statement: The carrier may decline to make delivery of this shipment without payment of freight and all other lawful charges.
		LADIES WEARING APPAREL				Signature of Consignor: <u>Antar Sandes</u> (Signature of Consignor)
	35	PO # 12472	1960 lbs			
	24	PO # 13456				
	2	PO # 12798				
	2	PO # 12562				
	1	PO # 13755				
	64	SIXTY FOUR CTN ONLY				Shipper Certification—This is to certify that the above named materials are properly classified, described, packaged, marked and labeled, and are in proper condition for transportation according to the applicable regulations of the DOT. Per _____ Date _____ Carrier Certification—Carrier acknowledges receipt of packages and required placards. Carrier certifies emergency response information was made available and/or carrier has the DOT emergency response guidebook or equivalent document in the vehicle. Per _____ Date _____

NOTE (1) Where the rate is dependent on value, shippers are required to state specifically in writing the agreed or declared value of the property as follows:
 *The agreed or declared value of the property is specifically stated by the shipper to be not exceeding _____ per _____.

NOTE (2) Liability Limitation for loss or damage on this shipment may be applicable. See 49 U.S.C. § 14706(c)(1)(A) and (B).

NOTE (3) Commodities requiring special or additional care or attention in handling or stowing must be so marked and packaged as to ensure safe transportation with ordinary care. See Sec. 2(e) of NMFC Item 360.

Notify if problem enroute or at delivery _____ (for informational purpose only)
 Name _____ Fax No. _____ Tel. No. _____

Send freight bill to: _____
 Company Name _____ City _____ Street _____ State _____ Zip _____

Shipper _____ Carrier _____
 Per _____ Date _____

THIS SHIPMENT IS CORRECTLY DESCRIBED CORRECT WEIGHT IS _____ LBS
1435 51st STREET, NORTH BERGEN, NJ 07047
 Permanent post office address of shipper

* Mark "X" to designate Hazardous Materials as defined in DOT Regulations.

Freight charges are to be PREPAID unless marked collect. CHECK BOX IF COLLECT

C.O.D. charge to be paid by Shipper Consignee

C.O.D. SHIPMENT

C.O.D. Amt: _____
 Collection F: _____
 Total Char: _____

64 6/9/10

PROFILE INDUSTRIES, INC.

1407 BROADWAY, SUITE 2203, NEW YORK, NY 10018
T: 212.921.0101 F: 212.921.5206 E: INFO@PROFILEIND.COM

WWW.PROFILEIND.COM

To: BMC Group, Inc.
Attn: Urban Brands Claims Processing
From: Shiv Behal, Vice President, Profile Industries, Inc.
Re: Proof of Claim for Urban Brands, Inc.

1/12/2011

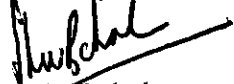
Attached please find our Proof of Claim form B10 along with the necessary documents to support our claim of \$ **31,828.00**.

To support our claim – we have attached Invoices, Purchase Orders and Proof of Delivery for the amount of the claim.

Hope you find the above in order.

Please let us know if any additional information is needed.

Thank you,


Shiv Behal
Vice President

ALSO ENCL → Self addressed, postage paid envelope
and copy of form B10.

Please send proof of receipt



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