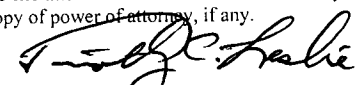



<b>UNITED STATES BANKRUPTCY COURT</b> District of Delaware		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Urban Brands, Inc.</b>		Case Number: <b>10-13005-KJC</b>
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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>Avery Dennison Retail Information Services LLC</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent:  <b>Timothy C. Leslie, Avery Dennison Corporation, parent company of Avery Dennison Retail Information Services LLC, 8080 Norton Parkway, Mentor, Ohio 44060</b>		<b>Court Claim Number:</b> _____ <i>(If known)</i>
Telephone number: <b>(440) 534-4957</b>		Filed on: _____
Name and address where payment should be sent (if different from above):  <div style="text-align: center;"><b>RECEIVED</b> <b>JAN 18 2011</b> <b>BMC GROUP</b></div>		<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.
Telephone number:		<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>12,400.07</u>		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.
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.		
2. Basis for Claim: <u>goods sold</u> <i>(See instruction #2 on reverse side.)</i>		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor: <u>0196</u>		<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) 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).
3a. Debtor may have scheduled account as: _____ <i>(See instruction #3a on reverse side.)</i>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
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: \$ _____		<input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
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. <i>(See definition of "redacted" on reverse side.)</i>  DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain:		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  <b>Amount entitled to priority:</b> \$ _____
Date: <u>01/17/2011</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.  <b>Timothy C. Leslie, Group Counsel</b> 		<b>FOR COURT USE ONLY</b> <b>Urban Brands</b>  00490



Avery Dennison  
 15178 Collection Center Dr.  
 Chicago, IL 60693-0001  
 1-800-543-6650

STATEMENT

October 29, 2010

URBAN BRANDS  
 C/O PURCHASING DEPT  
 PO BOX 2518  
 SECAUCUS NJ 07096  
 United States

If you have any questions about  
 this statement, please contact:  
 Mrs. Patricia Lorence  
 440-534-6238  
 FAX: US

Customer Number: 40196

Transaction Number	Date	Due Date	Type	Purchase Order	Days Late	Payment Terms	Balance
2358027	04-JUN-10	04-JUL-10	Invoice	4057	117	30 NET	3,308.50
2378733	30-JUN-10	30-JUL-10	Invoice	4057	91	30 NET	4,204.27
2408506	06-AUG-10	05-SEP-10	Invoice	4099	54	30 NET	3,951.17
2408507	06-AUG-10	05-SEP-10	Invoice	4099	54	30 NET	936.13
						Total	12,400.07

Current	1-30 Days Past Due	31-60 Days Past Due	61+ Days Past Due
0.00	0.00	4,887.30	7,512.77



**EVERY  
DENNISON**

**INVOICE**

**REMIT TO:**  
Avery Dennison  
15178 Collections Center Drive  
CHICAGO IL 60693  
United States

**INVOICE NO:** 2358027

**INVOICE DATE:** 04-JUN-2010

**PO NUMBER:** 4057

**PAGE:** 1 of 1

**PHONE:** (800) 543-6650

**FEDERAL ID #** 26-3306955PS

**BILL TO:**

URBAN BRANDS  
C/O PURCHASING DEPT  
PO BOX 2518  
SECAUCUS NJ 07096  
United States

**SHIP TO:**

URBAN BRANDS  
100 METRO WAY  
SECAUCUS NJ 07094-1906  
United States

ORDER NO.	ORDER DATE	BILL TO NO.	SOLD TO NO.	SHIP VIA	FRT TERMS
5214049	04 JUN 2010	40196	40196	UPS NEXT DAY AIR	PREPAY & ADD
QTY ORDERED	QTY SHIPPED	UOM	CUST. ITEM NO. / ITEM NO. / DESCRIPTION	UNIT PRICE	EXTENDED PRICE
3 68.724	3 68.724	Case M	632010 / MMTT A70072, URBAN BRDS 1.5 X 2.75 TAG 22.908M/CS (PER ECN 5000659)  Tracer Number: 1Z4064390111161600	39.40	118.20
57 1,305.756	57 1,305.756	Case M	632010 / MMTT A70072, URBAN BRDS 1.5 X 2.75 TAG 22.908M/CS (PER ECN 5000659)  Tracer Number: 168434383  <b>Ordered By: TERRANCE HANCOCK</b>  Tax Summary  Tax Location @ 7.00 Sales Tax @ 7.00	39.40	2,245.80
			<b>TERMS :</b> 30 NET	<b>SALES:</b>	2,364.00
			<b>DUE DATE:</b> 04-JUL-10	<b>SHIPPING &amp; HANDLING:</b>	728.05
			<b>CURRENCY :</b> USD	<b>SALESTAX:</b>	216.45
				<b>TOTAL:</b>	3,308.50

Shipping Terms: F.O.B Dayton, Ohio.

Immediately upon receipt of goods the Buyer is responsible for inspecting the contents of all shipments and deliveries to assure that specifications have been met prior to incorporating Avery Dennison products into Buyer's products. If Avery Dennison products fail to meet specifications, requests for return authorization must be made within 30 days of shipment of product and may be subject to a 15% restocking charge. Custom products may not be returned. A 1% per month service charge is applicable on all past due invoices. In no event will Avery Dennison be responsible for damages or consequential damages other than credit or replacement. If there is any problem, please contact Avery Dennison Customer Service.



## Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

<b>Tracking Number:</b>	1Z4064390111161600
<b>Service:</b>	NEXT DAY AIR
<b>Weight:</b>	28.00 Lbs
<b>Shipped/Billed On:</b>	06/04/2010
<b>Delivered On:</b>	06/07/2010 9:51 A.M.
<b>Delivered To:</b>	SECAUCUS, NJ, US
<b>Signed By:</b>	CASTILLO

**Location:** MAIL ROOM

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 11/01/2010 3:41 P.M. ET

**PRO Tracking (as of 11/1/10 4:02 PM Eastern Time)**

Status: <b>PRO: 168434383</b>	<b>Delivered by Carlstadt, NJ</b>
Pickup/Delivery	Pickup: 6/7/10 Divr: 6/9/10
Shipper	Avery Retail Info Services Ris M671m 170 Monarch Ln Miamisburg OH 45342 - 3638
Consignee	Urban Brands 100 Metro Way Secaucus NJ 07094
Bill-To	Avery Retail Info Services Ris Attn Accounts Payable 170 Monarch Ln Miamisburg OH 45342 - 3638
Destination Service Center	Carlstadt, NJ
Reference Nbr	PRO: 168434383
Shipment Details	Prepaid Pcs 2 Wgt 1,668 lbs

email Bev VonBlon



**AVERY DENNISON**

**INVOICE**

**REMIT TO:**  
 Avery Dennison  
 15178 Collections Center Drive  
 CHICAGO IL 60693  
 United States

**INVOICE NO:** 2378733  
**INVOICE DATE:** 30-JUN-2010  
**PO NUMBER:** 4057  
**PAGE:** 1 of 1  
**PHONE:** (800) 543-6650  
**FEDERAL ID #** 26-3306955PS

**BILL TO:**  
 URBAN BRANDS  
 C/O PURCHASING DEPT  
 PO BOX 2518  
 SECAUCUS NJ 07096  
 United States

**SHIP TO:**  
 URBAN BRANDS  
 100 METRO WAY  
 SECAUCUS NJ 07094-1906  
 United States

ORDER NO.	ORDER DATE	BILL TO NO.	SOLD TO NO.	SHIP VIA	FRT TERMS
5260429	23 JUN 2010	40196	40196	PITT OHIO	PREPAY & ADD
QTY ORDERED	QTY SHIPPED	UOM	CUST. ITEM NO. / ITEM NO. / DESCRIPTION	UNIT PRICE	EXTENDED PRICE
62 1,420.296	62 1,420.296	Case M	632010 / MMTT A70072, URBAN BRDS 1.5 X 2.75 TAG 22.908M/CS (PER ECN 5000659)  Tracer Number: 40146016  <b>Ordered By: TERANCE HANCOX</b>  Tax Summary  Tax Location @ 7.00 Sales Tax @ 7.00	39.40	2,442.80
			<b>TERMS :</b> 30 NET <b>DUE DATE:</b> 30-JUL-10 <b>CURRENCY :</b> USD	<b>SALES:</b> <b>SHIPPING &amp; HANDLING:</b> <b>SALESTAX:</b> <b>TOTAL:</b>	2,442.80 1,486.42 275.05 4,204.27

Shipping Terms: F.O.B Dayton, Ohio.

Immediately upon receipt of goods the Buyer is responsible for inspecting the contents of all shipments and deliveries to assure that specifications have been met prior to incorporating Avery Dennison products into Buyer's products. If Avery Dennison products fail to meet specifications, requests for return authorization must be made within 30 days of shipment of product and may be subject to a 15% restocking charge. Custom products may not be returned. A 1% per month service charge is applicable on all past due invoices. In no event will Avery Dennison be responsible for damages or consequential damages other than credit or replacement. If there is any problem, please contact Avery Dennison Customer Service.

Con-way  
FREIGHT

WWW.CON-WAY.COM/FREIGHT



DELIVERY  
RECEIPT



PRO NUMBER

REFER TO THIS NUMBER.

EQUIP. NUMBER 441-5399	DATE 6/30/10	ORIG. N XDY	OUR REVENUE	ADVANCE	BEYOND	DESTINATION XCV	PRO NUMBER 168-522513
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04090-00 (2/7/10) Printed in USA

CONSIGNEE URBAN BRANDS	SEA 1	SHIPPER'S NUMBER PO# 4057	CLK
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100 METRO WAY SECAUCUS, NJ 07094	PRO NUMBER 168-522513
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EVERY RETAIL INFO SE M671M 170 MONARCH LN MIAMISBURG, OH 45342-3638	100 Metro Way Secaucus, NJ 07094	CALL TO	
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# PCS.	HM	DESCRIPTION OF ARTICLES AND MARKS	WEIGHT (LBS)	RATE	TOTAL CHARGES
2		SKD PAPER LABELS OR TAGS NOI FLAIN PRINTED LITHOGRAPHED 183500-3 CLASS Date: 7-6-10 Ctns: 2 PALES	1774		
2		HCD HIGH COST DELIVERY REGION SCSHS Received By: Hugo Cedeno	1774		PPD
		TOTAL			
		SLC SORT & SEG CHARGES PPD AUTHORIZED BY ERNIE CORRAO W MURRY BENNISON			

INSIDE DELIVERY     
  LIFT GATE SERVICE     
  RESIDENTIAL DELIVERY     
  CONSTRUCTION/UTILITY SITE

SHRINK WRAP INTACT? YES NO	DELIVERED PCS	TOTAL PCS	CONSIGNEE SIGNATURE <i>[Signature]</i>	SHIPPER'S NAME HUGO CEDENO	DATE 7/6/10
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RECEIVED 2 PIECES ABOVE DRIVER [Signature] 7/6/10 PAGE 1 OF 2

ORDER EXCEPT AS NOTED.



**AVERY  
DENNISON**

**INVOICE**

**REMIT TO:**  
Avery Dennison  
15178 Collections Center Drive  
CHICAGO IL 60693  
United States

**INVOICE NO:** 2408506

**INVOICE DATE:** 06-AUG-2010

**PO NUMBER:** 4099

**PAGE:** 1 of 1  
**PHONE:** (800) 543-6650

**FEDERAL ID #** 26-3306955PS

**BILL TO:**

URBAN BRANDS  
C/O PURCHASING DEPT  
PO BOX 2518  
SECAUCUS NJ 07096  
United States

**SHIP TO:**

URBAN BRANDS  
100 METRO WAY  
SECAUCUS NJ 07094-1906  
United States

ORDER NO.	ORDER DATE	BILL TO NO.	SOLD TO NO.	SHIP VIA	FRT TERMS
5340543	27 JUL 2010	40196	40196	UPS GROUND	PREPAY & ADD
QTY ORDERED	QTY SHIPPED	UOM	CUST. ITEM NO. / ITEM NO. / DESCRIPTION	UNIT PRICE	EXTENDED PRICE
250	250	Each	12077615 / 9800 HI SPEED RIBBON 46MMX600M RB041600S  Tracer Number: 1Z4064390319955324  <b>Ordered By: TERANCE HANCOCK</b>  Tax Summary Tax Location @ 7.00 Sales Tax @ 7.00	14.50	3,625.00
			<b>TERMS :</b> 30 NET <b>DUE DATE:</b> 05-SEP-10 <b>CURRENCY :</b> USD	<b>SALES:</b> <b>SHIPPING &amp; HANDLING:</b> <b>SALESTAX:</b> <b>TOTAL:</b>	3,625.00 67.68 258.49 3,951.17

Shipping Terms: F.O.B Dayton, Ohio.

Immediately upon receipt of goods the Buyer is responsible for inspecting the contents of all shipments and deliveries to assure that specifications have been met prior to incorporating Avery Dennison products into Buyer's products. If Avery Dennison products fail to meet specifications, requests for return authorization must be made within 30 days of shipment of product and may be subject to a 15% restocking charge. Custom products may not be returned. A 1% per month service charge is applicable on all past due invoices. In no event will Avery Dennison be responsible for damages or consequential damages other than credit or replacement. If there is any problem, please contact Avery Dennison Customer Service.





## Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

**Tracking Number:** 1Z4064390319955324  
**Service:** GROUND  
**Weight:** 17.00 Lbs  
**Shipped/Billed On:** 08/06/2010  
**Delivered On:** 08/10/2010 11:46 A.M.  
**Delivered To:** SECAUCUS, NJ, US  
**Signed By:** CRUZ

**Location:** DOCK

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 11/01/2010 4:22 P.M. ET



**AVERY  
DENNISON**

**INVOICE**

**REMIT TO:**  
Avery Dennison  
15178 Collections Center Drive  
CHICAGO IL 60693  
United States

**INVOICE NO:** 2408507  
**INVOICE DATE:** 06-AUG-2010  
**PO NUMBER:** 4099  
**PAGE:** 1 of 1  
**PHONE:** (800) 543-6650  
**FEDERAL ID #** 26-3306955PS

**BILL TO:**  
URBAN BRANDS  
C/O PURCHASING DEPT  
PO BOX 2518  
SECAUCUS NJ 07096  
United States

**SHIP TO:**  
URBAN BRANDS  
100 METRO WAY  
SECAUCUS NJ 07094-1906  
United States

ORDER NO.	ORDER DATE	BILL TO NO.	SOLD TO NO.	SHIP VIA	FRT TERMS
5367872	06 AUG 2010	40196	40196	UPS NEXT DAY EARLY AM	PREPAY & ADD
QTY ORDERED	QTY SHIPPED	UOM	CUST. ITEM NO. / ITEM NO. / DESCRIPTION	UNIT PRICE	EXTENDED PRICE
48	48	Each	12077615 / 9800 HI SPEED RIBBON 46MMX600M RB041600S  Tracer Number: 1Z4064391511169523  <b>Ordered By: TERANCE HANCOX</b>  Tax Summary  Tax Location @ 7.00 Sales Tax @ 7.00	14.50	696.00
			<b>TERMS :</b> 30 NET <b>DUE DATE:</b> 05-SEP-10 <b>CURRENCY :</b> USD	<b>SALES:</b> <b>SHIPPING &amp; HANDLING:</b> <b>SALESTAX:</b> <b>TOTAL:</b>	696.00 178.89 61.24 936.13

Shipping Terms: F.O.B Dayton, Ohio.

Immediately upon receipt of goods the Buyer is responsible for inspecting the contents of all shipments and deliveries to assure that specifications have been met prior to incorporating Avery Dennison products into Buyer's products. If Avery Dennison products fail to meet specifications, requests for return authorization must be made within 30 days of shipment of product and may be subject to a 15% restocking charge. Custom products may not be returned. A 1% per month service charge is applicable on all past due invoices. In no event will Avery Dennison be responsible for damages or consequential damages other than credit or replacement. If there is any problem, please contact Avery Dennison Customer Service.



## Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

**Tracking Number:** 1Z4064391511169523  
**Service:** NEXT DAY AIR EARLY AM  
**Weight:** 32.00 Lbs  
**Shipped/Billed On:** 08/06/2010  
**Delivered On:** 08/09/2010 7:04 A.M.  
**Delivered To:** SECAUCUS, NJ, US  
**Signed By:** CRUZ

**Location:** DOCK

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 11/01/2010 4:32 P.M. ET



**Timothy C. Leslie**  
Group Counsel  
Retail Information Services

**Corporate**

8080 Norton Parkway  
Mentor, Ohio 44060  
Phone 440 534-4957  
Fax 440 534-4773  
tim.leslie@averydennison.com

January 17, 2011

**VIA OVERNIGHT MAIL**

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
18750 Lake Drive East  
Chanhassen MN 55317

**Re: Urban Brands, Inc.**  
**US Bankruptcy District of Delaware**  
**Chapter 11 Case No. 10-13005-KJC**

Dear Sir/Madam:

Avery Dennison Corporation, the parent company of Avery Dennison Retail Information Services, LLC, has enclosed its Proof of Claim in the above-referenced matter. Please stamp the second copy of the claim with the filing date as acknowledgement of receipt and return it in the enclosed, self-addressed, stamped envelope.

Sincerely,

A handwritten signature in black ink that reads 'Timothy C. Leslie'.

Timothy C. Leslie

Enclosures

cc: Bankruptcy Trustee (w/enc.)  
Debtors' Counsel, Mark D. Collins (w/enc.)