


UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: LARGE APPAREL OF ILLINOIS, INC.		Case Number: 10-13017 (KJC)
NOTE: Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for administrative expenses 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(a).		
Name of Creditor (The person or other entity to whom the debtor owes money or Property): Inland Western Chicago Ashland, LLC		<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 box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Inland Western Chicago Ashland, LLC c/o Bert K. Bittourna, Esquire The Inland Real Estate Group, Inc. Law Department 2901 Butterfield Road Oak Brook, IL 60523 Telephone Number: (630) 218-8000 **Additional notices regarding this proof of claim should be sent to Karen C. Bifferato, Esquire, Connolly Bove Lodge & Hutz LLP, The Nemours Building, 1007 N. Orange Street, P.O. Box 2207, Wilmington, Delaware 19899		
Last four digits of account or other number by which creditor identifies debtor:		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated:
IMPORTANT: Please list the store number and address of any lease related to your claim (if applicable). Store Number: <u>Unknown</u> Store Address: <u>Roosevelt/Ashland Center, Chicago, Illinois</u>		
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other - Amounts Due Under Lease of Non-Residential Real Property		<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS# _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2. Date debt was incurred: See Attached Exhibit A		3. If court judgment, date obtained:
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time the case filed. See reverse side for important explanations.		
Unsecured Nonpriority Claim <u>\$23,246.21 plus attorneys' fees and costs</u> <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or c) none or only part of your claim is entitled to priority. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority. Amount entitled to priority \$ _____		Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of set off). Brief description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
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 \$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). <input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507(a)(5). <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). <input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U.S.C. § 507(a)(8).		
5. Total Amount of Claim at Time Case filed:		\$ <u>23,246.21</u> + \$ _____ + _____ = <u>\$23,246.21</u> (unsecured) (secured) (priority) (Total)
<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 additional charges. 6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date: <u>1-19-11</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Christina M. Thompson, Esq., attorney for Inland Western Chicago Ashland, LLC</u>	THIS SPACE FOR COURT USE ONLY Urban Brands  00516

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**EXHIBIT A TO PROOF OF CLAIM OF
INLAND WESTERN CHICAGO ASHLAND, LLC
IN RE: LARGE APPAREL OF ILLINOIS, INC. (CASE NO. 10-13017 (KJC))**

1. On September 21, 2010 ("Petition Date"), Large Apparel of Illinois, Inc. ("Debtor") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code ("Bankruptcy Code").

2. Inland Western Chicago Ashland, a Delaware limited liability company ("Landlord") and Debtor are parties to a lease agreement ("Lease")¹ for certain premises located at Roosevelt/Ashland Center in Chicago, Illinois ("Premises"). Inland US Management, LLC is the managing agent of the Landlord and the Premises. As of the date of this proof of claim, the Debtors has neither assumed nor rejected the Lease.

3. The Debtor owes Landlord the sum of \$23,246.21, which includes all charges due under the Lease for the period of time prior to the Petition Date as well as any credits due to the Debtors under the Lease. An itemized calculation of this amount is available upon request. Further, other amounts may become due under the Lease subsequent to the filing of this proof of claim, which relate to the pre-Petition Date period, but are not yet known to Landlord or liquidated in this proof of claim. Landlord has not included such charges in this claim if it is not aware of such charges to date, but will subsequently amend this claim as it becomes aware of such charges.

4. In sum, Landlord hereby asserts a non-priority, unsecured claim against the Debtor in the amount of \$23,246.21 plus additional, as of yet liquidated amounts ("Claims").

5. In the event the Debtor rejects the Lease, Landlord will have an unsecured claim against the Debtor pursuant to section 502(b)(6) of the Bankruptcy Code. Landlord expressly reserves the right to amend this proof of claim or to file a separate claim against the Debtor for damages resulting from a rejection of the Lease.

6. In the event the Debtor assumes the Lease, Landlord expressly reserves the right to demand payment of any amounts due and owing under the Lease, as a "cure" amount pursuant to section 365(b) of the Bankruptcy Code.

7. Nothing herein shall be deemed a waiver of Landlord's right to seek payment of all or any portion of the Claim pursuant to section 365(d)(3) of the Bankruptcy Code, or as an administrative expense pursuant to sections 503(b) and 507(a)(1) of the Bankruptcy Code.

8. Landlord expressly reserves all rights and remedies that it has or may have against the Debtor or any person or persons liable for all or part of the indebtedness claimed herein. This proof of claim is filed to protect Landlord from forfeiture of its Claim. The filing of this proof of claim is not: (a) a waiver or release of Landlord's rights or remedies against any person, entity or property; (b) an election of a remedy; or (c) a waiver of the right to assert a different or enhanced classification of priority in respect to the Claim asserted herein.

9. Landlord expressly reserves the right to amend, modify or supplement this proof of claim to, among other things, assert an unsecured claim for any pre-petition obligations that have not yet been billed under the Lease.

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¹ A copy of the Lease is available upon request.



CONNOLLY BOVE LODGE & HUTZ LLP

ATTORNEYS AT LAW

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January 19, 2011

VIA FEDERAL EXPRESS

Urban Brands Claims Processing
BMC Group, Inc.
18750 Lake Drive East
Chanhassen, MN 53317

Re: *In re Urban Brands, Inc.,
Case No. 10-13500 (PJW) (Bankr. D. Del.)*

Dear Sir/Madam:

I have enclosed an original plus two copies of the following Proof of Claim for filing in the following bankruptcy case:


Large Apparel of Illinois, Inc., Case No. 10-13017 (KJC)

1. Inland Western Chicago Ashland, LLC (\$23,246.21)

Please file the enclosed original Proof of Claim in the aforementioned case, and return the extra time-stamped copies of the Proof of Claim to my attention in the self-addressed stamped envelope enclosed herewith.

Should you have any questions regarding the foregoing, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,



Christina M. Thompson

CMT:ejbz
Enclosures