

REC'D NOV 29 2010

B 10 (Modified Official Form 10) (4/10)

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Urban Brands, Inc.</b>		Case Number: <b>10-13005-KJC</b>
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): <b>JEFFREY PLAZA INVESTORS, 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: 25641042026635 <b>JEFFREY PLAZA INVESTORS, LLC C/O GRUBB &amp; ELLIS MANAGEMENT SERVICES, INC CHICAGO, IL 60681</b>	YOUR CLAIM IS SCHEDULED AS: <b>RECEIVED</b> SCHEDULE ID: s1794 AMOUNT/CLASSIFICATION: <b>\$28,888.78 UNSECURED</b>	Court Claim Number: <i>(if known)</i> Filed on: _____
Name and address where payment should be sent (if different from above): <b>Frank/Gecker LLP (re: Jeffrey Plaza Investors, LLC) Joseph D. Frank / Zane L. Zielinski 325 North LaSalle Street, Suite 625 Chicago, IL 60654</b>		<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>\$156,450.94</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>unpaid rents and potential rejection damages</u> (See instruction #2 on reverse side.)		<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: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<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).
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"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
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"/> 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).
7. 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).
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:		<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).
Date: <u>1/19/2011</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. <i>Zane L. Zielinski</i>	<input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____
<b>Zane L. Zielinski, counsel to Jeffrey Plaza Investors, LLC</b>		* 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.



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.

**ADDENDUM TO PROOF OF CLAIM OF  
JEFFREY PLAZA INVESTORS, LLC**

Jeffrey Plaza Investors, LLC (“Jeffrey”) hereby asserts a claim (the “Claim”) against Large Apparel of Illinois, Inc., Case No. 10-B-13017 and Urban Brands, Inc., Case No. 10-B-13005 (the “Debtors”) in an amount not less than \$28,888.78 for unpaid rents due at the time of the Debtors bankruptcy filings under the Lease (the “Lease”) between Jeffrey and the Debtors. In addition, should the Lease be rejected, Jeffrey is entitled to rejection damages in the amount of approximately \$127,562.16. Thus, in the event the Lease is rejected, Jeffrey is entitled to a general unsecured claim in the approximate amount of \$156,450.94.

**Jeffrey’s Pre-Petition Claim**

1. Pursuant to the Lease, in addition to rent (the “Rent”), the Debtors were to pay their proportionate share of, among other things, sales and use taxes, real estate taxes and assessments, and common operating costs throughout the Term (collectively, the “Additional Obligations”).

2. As of the Petition Date, Jeffrey was owed \$28,888.78 for Rent and Additional Obligations (the “Pre-Petition Claim”).

**Jeffrey’s Rejection Damages Claim**

3. In the event the Lease is rejected, Jeffrey is entitled to rejection damages, pursuant to 11 U.S.C. § 502(b)(6), “for the greater of one year, or 15 percent, not to exceed three years, of the remaining term of such lease [from] . . . the date of the filing of the petition . . . .”

4. Currently, monthly rent and cam charges total approximately \$10,630.18.

5. Thus, should the Lease be rejected, Jeffrey is entitled to rejection damages, pursuant to 11 U.S.C. §§ 365(d) and (g) and 502(b) and (g), in the approximate amount of \$127,562.16 [calculated as 12 times \$10,630.18].

6. Jeffrey hereby reserves the right to amend this Claim to include: (i) any additional claims for rejection damages; or (b) any additional amounts due under the Lease to the extent that Jeffrey determines such amounts exist.

7. To the extent that the Lease is assumed and the Pre-Petition Claim is paid in full, Jeffrey will withdraw their claim accordingly.



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January 19, 2011

**VIA FEDERAL EXPRESS**

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

**Re: *In re Urban Brands, Inc., et al.*, Case No. 10-13005 (KJC);  
*In re Large Apparel of Michigan, Inc.*, Case No. 10-13013 (KJC);  
*In re Large Apparel of Illinois, Inc.*, Case No. 10-13017 (KJC)**

Ladies and Gentlemen:

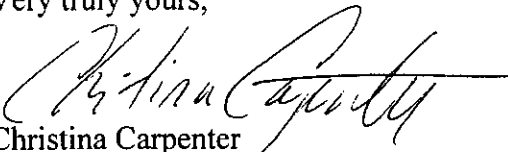
Enclosed please find the original and two copies of the following proofs of claim:

- G/W Jefferson-St. Jean LLC's general unsecured Proof of Claim in the amount of \$78,169.37, to be filed in the Large Apparel of Michigan, Inc. bankruptcy proceeding (Case No. 10-13013-KJC);
- Canterbury Properties, Ltd.'s general unsecured Proof of Claim in the amount of \$48,625.79, to be filed in the Large Apparel of Illinois, Inc. bankruptcy proceeding (Case NO. 10-13017-KJC);
- Jeffrey Plaza Investors, LLC's general unsecured Proof of Claim in the amount of \$156,450.94, to be filed in the Urban Brands, Inc. bankruptcy proceeding (Case No. 10-13005-KJC); and
- Jeffrey Plaza Investors, LLC's general unsecured Proof of Claim in the amount of \$156,450.94, to be filed in the Large Apparel of Illinois, Inc. bankruptcy proceeding (Case No. 10-13017-KJC).

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
January 19, 2011  
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Please file the four Proofs of Claim in the respective bankruptcy proceedings and return date-stamped copies for our files. A self-addressed, stamped envelope has been provided for this purpose. If you have any questions, please feel free to contact me.

Very truly yours,



Christina Carpenter  
Legal Assistant to Joseph D. Frank

Enclosures