

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: UBI Liquidating Corp. f/k/a Urban Brands, Inc.

Case Number: 10-13005

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):  
Ultimate Financial Solutions, LLC  
Name and address where notices should be sent:  
Ultimate Financial Solutions, LLC  
c/o Lazarus & Lazarus, P.C.  
240 Madison Avenue, 8th flr., New York, NY, 10016  
Telephone number:  
212-889-7400

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 number:  
  
**RECEIVED**  
**JAN 20 2011**  
**BMC GROUP**

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.  
 Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 96,447.97  
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 claim. Attach itemized statement of 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.  
 Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  
 Wages, salaries, or commissions (up to \$11,725\* ) 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).  
 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).  
 Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( ).

2. Basis for Claim: Goods sold and delivered.  
(See instruction #2 on reverse side.)


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.)

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  
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. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  
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. (See instruction 7 and definition of "redacted" on reverse side.)  
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS 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: 1/14/11  
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. Attach copy of power of attorney, if any.  
Steve Tzekish EUP Steve Tzekish

FOR COURT USE ONLY  
Urban Brands  
  
00552

ORIGINAL

## ADDENDUM

Because of uncertainty regarding which entity purchased and received the goods, and to ensure it has filed a claim against the entity which purchased and received the goods, Ultimate Financial Solutions, LLC has filed a proof of claim in each of the following cases:

UBI Liquidating Corp. f/k/a Urban Brands, Inc. (Case No.: 10-13005)

ASL Liquidating Corp. f/k/a Ashley Stewart, Ltd. (Case No.: 10-13027)

Ashley Stewart Apparel Corporation (Case No.: 10-13057)

Ashley Stewart Clothing Company, Inc. (Case No.: 10-13016)

Ultimate Financial Solutions, LLC does not seek a recovery greater than \$69,358.50.

The filing of these proof(s) of claim is not a waiver of any reclamation right Ultimate Financial Solutions, LLC has asserted.



Ultimate Financial Solutions LLC  
Ultimate Factoring Services  
450 Seventh Avenue, Suite #1408

September 21, 2010

Mr. Bijan Kaypour  
A.B.N Inc.

**CLIENT NOTIFICATION OF RECLAMATION NOTICE**

**Listing of Invoices**

**Client: A.B.N Inc.**

Description	Invoice Date	Invoice Number	Invoice Amount
Invoice	08/24/10	200028	\$277.50
Invoice	08/24/10	200029	\$527.25
Invoice	08/24/10	200030	\$55,888.50
Invoice	08/24/10	200031	\$758.50
Invoice	08/24/10	200032	\$297.25
Invoice	08/27/10	200033	\$1,082.25
Invoice	09/15/10	200048	\$59,015.00
Invoice	09/15/10	200052	\$91,908.00



Ultimate Financial Solutions LLC  
Ultimate Factoring Services  
450 Seventh Avenue, Suite #1408

September 21, 2010

Mr. Bijan Kaypour  
A.B.N Inc.

**CLIENT NOTIFICATION OF RECLAMATION NOTICE**

**Listing of Invoices**

Client: O.M.G. LLC #2

Description	Invoice Date	Invoice Number	Invoice Amount
Invoice	07/29/10	213252	\$129.00
Invoice	07/29/10	213253	\$127.20
Invoice	08/10/10	2253	\$34,852.80
Invoice	08/10/10	2254	\$645.00
Invoice	08/10/10	2255	\$33,604.50

LAZARUS & LAZARUS, P.C.  
COUNSELLORS AT LAW

240 MADISON AVENUE  
NEW YORK, N.Y. 10016

AREA CODE 212  
889-7400

TELECOPIER  
212-684-0314

TELEX  
238790 NYK

January 19, 2011

***Via Federal Express Mail To:***

BMC GROUP, INC.  
ATTN: Urban Brands Claims Processing  
18750 Lake Drive East  
Chanhausen, MN, 55317

Re: UBI Liquidating Corp. f/k/a Urban Brands, Inc.  
Bankruptcy Case No.: 10-13005 (KJC)

Dear Sir or Madame:

My firm is counsel to Ultimate Financial Solutions LLC d/b/a Ultimate Factoring Services ("UFS").

Enclosed for filing are the following:

1. UFS's Proof of Claim in the sum of \$56,889;
2. UFS's Proof of Claim in the sum of \$94,447.97; and
2. UFS's Reclamation Claim.

Please file the Proofs of Claim and Reclamation Claim and return a copy stamped "received" to the undersigned in the attached self-addressed stamped envelope.

Respectfully Submitted,  
LAZARUS & LAZARUS, P.C.

By: 

Gilbert A. Lazarus, Esq.

GAL.qm-Encl.