

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: Ashley Stewart Clothing Company, Inc.

Case Number: 10-13016

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

Check this box to indicate that this claim amends a previously filed claim.

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

Court Claim Number: _____
(If known)

Telephone number:

212-889-7400

Filed on: _____

Name and address where payment should be sent (if different from above):

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.

Telephone number:

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

1. Amount of Claim as of Date Case Filed: \$ 56,889.00

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.

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.

Specify the priority of the claim.

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

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.)

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).

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:

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Value of Property: \$ _____ Annual Interest Rate % _____

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).

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ _____ Basis for perfection: _____

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

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.

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).

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.)

Amount entitled to priority:

\$ _____

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

*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.

If the documents are not available, please explain:

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.

FOR COURT USE ONLY

Urban Brands



00554

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 \$56,889.00.

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. Ghulam R. Rajper
Fresh of LA, Inc.

CLIENT NOTIFICATION OF RECLAMATION NOTICE

Listing of Invoices

~~Client: Fresh of LA, Inc.~~

Description	Invoice Date	Invoice Number	Invoice Amount
Invoice	08/05/10	2619	\$17,797.50
Invoice	08/13/10	2632	\$39,091.50

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
Chanhassen, MN, 55317

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