

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor: Urban Brands, Inc.

Case Number: 10-13005-KJC

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):
Pat Rego Inc.

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

Name and address where notices should be sent:

Pat Rego Inc.
1407 Broadway
Suite 1218
New York, NY 10018
Telephone number: (212) 997-7346

RECEIVED
JAN 21 2011
BMC GROUP

Court Claim Number: _____
(If known)

Filed on: _____

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

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: \$ 120,251.40

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).

2. Basis for Claim: goods sold.
(See instruction #2 on reverse side.)

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).

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

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).

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)(____).

3. Last four digits of any number by which creditor identifies debtor: 3678

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 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:

Date: 1/12/11

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.

Pat Rego
Pat Rego
president

Urban Brands



00569

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Amount entitled to priority:

\$ _____

PAT REGO INC

1407 BROADWAY, SUITE 2703
 NEW YORK, NY 10018

Invoice

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Date	Invoice #
7/8/2010	1257

Bill To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
13847	NET 45	PR	7/8/2010	Hot Trucking	1011040693	35

Quantity	Item Code	Description	Price Each	Amount
1,096	407x	pucci chamr malta 14---16---18---20---22---24 1---2---1---2---1---1 = 1096 pcs LOT 10-1059	12.00	13,152.00

Total	\$13,152.00
--------------	-------------

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

1407 BROADWAY, SUITE 2703
NEW YORK, NY 10018

Invoice

Date	Invoice #
7/27/2010	1271

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Bill To
ASHLEY STEWART LTD, 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD, 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
15359	NET 45	PR	7/27/2010	Hot Trucking	12143877	35

Quantity	Item Code	Description	Price Each	Amount
1,072	2045x	MONDRIAN BUBBLE TUNIC 14----16----18----20----22----24 1-----2-----1-----2-----1-----1= 1072 PCS 8 PC BUNDLE LOT 10-1091 COLOR BAREL	13.45	14,418.40

Total	\$14,418.40
--------------	-------------

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 1036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

1407 BROADWAY, SUITE 2703
NEW YORK, NY 10018

Invoice

Date	Invoice #
7/28/2010	1272B

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Bill To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep.	Ship	Via	Factored #	DEPT #
15367	NET 45	PR	7/28/2010	Hot Trucking	101533727	35

Quantity	Item Code	Description	Price Each	Amount
12	1401XT	PEARL TRIM SHIMMER TIER 14---16---18---20---22---24 1-----2-----1-----2-----1-----1 = 12 PCS FLAT PACK FOR ECOM LOT 10-1090 COLOR STEEL IS SILVER	13.00	156.00
24	1401XT	PEARL TRIM SHIMMER TIER 14---16---18---20---22---24 1-----2-----1-----2-----1-----1 = 24 PCS FLAT PACK FOR ECOM LOT 10-1085 COLOR BARREL IS THE PINK	13.00	312.00

Total \$468.00

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 1036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

Invoice

1407 BROADWAY, SUITE 2703
NEW YORK, NY 10018

Date	Invoice #
7/28/2010	1273

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

<p>Bill To</p> <p>ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA</p>
--

<p>Ship To</p> <p>ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA</p>
--

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
15340	NET 45	PR	7/28/2010	Hot Trucking	101533741	35

Quantity	Item Code	Description	Price Each	Amount
844	1401XT	PEARL TRIM SHIMMER TIER 14---16---18---20---22---24 ---2--- ---2--- ---1---1 = 844 PCS LOT 10-1090 COLOR STEEL IS SILVER HANGING	13.00	10,972.00
1,140	1401XT	PEARL TRIM SHIMMER TIER 14---16---18---20---22---24 ---2--- ---2--- ---1---1 = 1140 PCS LOT 10-1085 COLOR BAREL IS PINK HANGING	13.00	14,820.00

Total	\$25,792.00
--------------	-------------

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 1036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

1407 BROADWAY, SUITE 2703
NEW YORK, NY 10018

Invoice

Date	Invoice #
8/20/2010	1283

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Bill To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
15685	NET 45	PR	8/20/2010	Hot Trucking	102213406	35

Quantity	Item Code	Description	Price Each	Amount
725	2072x	zigzag stlvs cascade shell 12---14---16---18---20---22---24 1---2---2---2---1---1---1 = 725 pcs lot 10-1098 color peaco	11.00	7,975.00
			Total	\$7,975.00

his account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 36, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

1407 BROADWAY, SUITE 2703
 NEW YORK, NY 10018

Invoice

Date	Invoice #
8/20/2010	1288

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Bill To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
15205	NET 45	PR	8/20/2010		101751544	35
Quantity	Item Code	Description			Price Each	Amount
1,036	2048x	metal trim slvls drapeneck 14---16---18---20---22---24 1---2---2---1---1---1 = 8 pcs color white flat pack lot 10-1093 and 10-1094			12.75	13,209.00
936	2048x	metal trim slvls drapeneck 14---16---18---20---22---24 1---2---2---1---1---1 = 8 pcs color steel flat pack lot 10-1093 and 10-1094			12.75	11,934.00
					Total	\$25,143.00

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 1036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

1407 BROADWAY, SUITE 2703
NEW YORK, NY 10018

Invoice

Date	Invoice #
8/20/2010	1288B

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Bill To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
15205	NET 45	PR	8/20/2010		101751544	35

Quantity	Item Code	Description	Price Each	Amount
1,036	2048x	metal trim slvls drapeneck 14---16---18---20---22---24 1---2---2---1---1---1 = 8 PCS COLOR WHITE FLAT PACK LOT 10-1093 AND 10-1094	12.75	13,209.00
936	2048x	metal trim slvls drapeneck 14---16---18---20---22---24 1---2---2---1---1---1 = 8 PCS COLOR STEEL FLAT PACK LOT 10-1093 AND 10-1094	12.75	11,934.00

Total \$25,143.00

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 1036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC

1407 BROADWAY, SUITE 2703
NEW YORK, NY 10018

Invoice

Date	Invoice #
8/20/2010	1292

Phone #	212-997-7346	Fax #	212-997-7507
---------	--------------	-------	--------------

Bill To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

Ship To
ASHLEY STEWART LTD. 100 METRO WAY SECAUCUS, NJ 07094 USA

P.O. Number	Terms	Rep	Ship	Via	Factored #	DEPT #
15686	NET 45	PR	8/20/2010	Hot Trucking		35

Quantity	Item Code	Description	Price Each	Amount
680	1068x PEACO	ZIZAG ASYM SLVLS TUNIC 14---16---18---20---22---24 ---2---2---1---1---1 = 8 pcs hanging lot 10-1107	12.00	8,160.00

Total	\$8,160.00
--------------	-------------------

This account and all the merchandise it represents has been assigned and is payable only to the CIT GROUP COMMERCIAL SERVICES PO BOX 036, Charlotte, NC 28201-1036 Who must be notified immediately of any objections to this invoice or the merchandise there of payment must be made

PAT REGO INC
Sales by Customer Detail

Type	Date	Num	Memo	Name	Item	Qty	Sales Price	Amount	Balance
				ASHLEY STEWART LTD.					
Invoice	07/09/2010	1257	pucci chamr malta	ASHLEY STEWART LTD.	407x	1,096.00	12.00	13,152.00	
Invoice	07/27/2010	1271	MONDRIAN BUBBLE TUNIC	ASHLEY STEWART LTD.	2045x	1,072.00	13.45	14,418.40	
Invoice	07/28/2010	1272B	PEARL TRIM SHIMMER TIER	ASHLEY STEWART LTD.	1401XT	36.00	13.00	468.00	
Invoice	07/28/2010	1273	PEARL TRIM SHIMMER TIER	ASHLEY STEWART LTD.	1401XT	1,984.00	13.00	25,792.00	
Invoice	08/20/2010	1283	zigzag stivs cascade shell	ASHLEY STEWART LTD.	2072x	725.00	11.00	7,975.00	
Invoice	08/20/2010	1288	metal trim stivs drapeneck	ASHLEY STEWART LTD.	2048x	1,972.00	12.75	25,143.00	
Invoice	08/20/2010	1288B	metal trim stivs drapeneck	ASHLEY STEWART LTD.	2048x	1,972.00	12.75	25,143.00	
Invoice	08/20/2010	1292	ZIZAG ASYM SLVLS TUNIC	ASHLEY STEWART LTD.	1068x PEACO	680.00	12.00	8,160.00	
								120,251.40	Reclamation

Pat Rego Inc.

Transmittal

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

1407 Broadway
Suite 1218
New York, NY 10018
T (212) 997-7346
F (212) 997-7507
pat@patregoinc.com

Date: 1/20/11

Enclosed please find the following:

1. US Bankruptcy Court District of Delaware Proof of Claim
2. Copies of Invoices #1257, 1271, 1272B, 1273, 1283, 1288, 1288B, & 1292.
3. Summary - Sales by Customer Detail sheet