

UNITED STATES BANKRUPTCY COURT	District of Delaware	PROOF OF CLAIM
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Name of Debtor: ASL Liquidating Corp. f/k/a Ashley Stewart, Ltd.	Case Number: 10-13027
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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): Miss Sportswear Inc.	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: c/o Lazarus & Lazarus, PC 240 Madison Ave., 8th Floor, New York, New York 10016 Attn: Harlan M. Lazarus, Esq.	Court Claim Number: _____ (If known)
Telephone number: (212) 889-7400	Filed on: _____

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Name and address where payment should be sent (if different from above):	<input type="checkbox"/> 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:	<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.

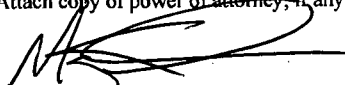

1. Amount of Claim as of Date Case Filed: \$ <u>408,995.25</u>	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.	Specify the priority of the claim.
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 claim. Attach itemized statement of interest or charges.	

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.	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other	<input type="checkbox"/> 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).
Describe:	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).
Value of Property: \$ _____ Annual Interest Rate _____ %	<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).
Amount of arrearage and other charges as of time case filed included in secured claim,	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).
if any: \$ _____ Basis for perfection: _____	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)().
Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	Amount entitled to priority: \$ _____

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.)	*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.
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.	
If the documents are not available, please explain:	

Date: <u>1/14/11</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.	FOR COURT USE ONLY
	 MOEY FALLAS (PRESIDENT) 117 9TH ST., BROOKLYN, NY 11215 Tel: 718-369-6012 ext 201 321	 Urban Brands 00588

ADDENDUM

Because of uncertainty regarding which entity purchased and received the goods subject of the annexed Proof of Claim (“the Goods”), and to ensure it has filed a claim against the entity which purchased and received the Goods, Miss Sportswear Inc. (“Miss Sportswear”) has filed a Proof of Claim in each of the following cases:

1. UBI Liquidating Corp. f/k/a Urban Brands, Inc. (Case No.: 10-13005);
2. ASL Liquidating Corp. f/k/a Ashley Stewart, Ltd. (Case No.: 10-13027); and
3. ASIL 6, INC. (Case No.: 10-13004).

Miss Sportswear does not seek a recovery greater than \$408,995.25.

The filing of these Proof(s) of Claim is not a waiver of any reclamation right Miss Sportswear has asserted.ⁱ

ⁱ Invoice Numbers 16686 and 16686A totaling \$13,356.00, with respect to which Miss Sportswear previously served a notice of reclamation (the “Reclamation Claim”), are included herewith so as to preserve Miss Sportswear’s rights, if any, in the event the Reclamation Claim is disallowed. Miss Sportswear intends on amending its Reclamation Claim to include Invoice Numbers 16776, 16800A, 16801A, 16803, 16804, 16836A, 16837A, 16800, 16801, 16836 and 16837 totaling \$64,149.50.

MISS SPORTSWEAR INC.

Review of Ashley Stewart as of Oct 13 2010

List of Ashley Stewart invoices, if you have any questions please contact [REDACTED]

Inv Date	Inv #	PO#	Due Date	TOTAL AMT	MISS
06/28/2010	16136A	13908	08/12/2010	\$ 7,267.50	\$ 7,267.50
06/29/2010	16138	13701	08/13/2010	\$ 25.50	\$ 25.50
06/29/2010	16140	13703	08/13/2010	\$ 17.00	\$ 17.00
07/01/2010	16195	12749	08/15/2010	\$ 360.00	\$ 360.00
07/01/2010	16196	13701	08/15/2010	\$ 153.00	\$ 153.00
07/14/2010	16278	13685	08/28/2010	\$ 66.00	\$ 66.00
07/15/2010	16281C	13251	08/29/2010	\$ 3,805.75	\$ 3,805.75
07/15/2010	16282C	13254	08/29/2010	\$ 3,871.00	\$ 3,871.00
07/15/2010	16283C	13675	08/29/2010	\$ 390.00	\$ 390.00
07/21/2010	16490	13702	09/04/2010	\$ 54.00	\$ 54.00
07/23/2010	16525A	13255	09/06/2010	\$ 13,923.00	\$ 13,923.00
07/23/2010	16526A	13256	09/06/2010	\$ 11,404.25	\$ 11,404.25
07/23/2010	16527A	14014	09/06/2010	\$ 8,743.00	\$ 8,743.00
08/12/2010	16776	13692	09/26/2010	\$ 132.00	\$ 132.00
08/13/2010	16800A	14071	09/27/2010	\$ 7,584.50	\$ 7,584.50
08/13/2010	16801A	14074	09/27/2010	\$ 7,763.00	\$ 7,763.00
08/16/2010	16803	14964	09/30/2010	\$ 72.00	\$ 72.00
08/16/2010	16804	14965	09/30/2010	\$ 72.00	\$ 72.00
08/16/2010	16836A	14071	09/30/2010	\$ 5,320.00	\$ 5,320.00
08/16/2010	16837A	15651	09/30/2010	\$ 11,271.00	\$ 11,271.00
TOTAL A				\$	82,294.50

Inv Date	Inv #	PO#	Due Date	TOTAL AMT	OPEN
06/28/2010	16136	13908	08/12/2010	\$ 7,267.50	\$ 7,267.50
07/02/2010	16209	13193	08/16/2010	\$ 19,441.50	\$ 19,441.50
07/02/2010	16210	13194	08/16/2010	\$ 27,846.00	\$ 27,846.00
07/02/2010	16211	13200	08/16/2010	\$ 1,774.50	\$ 1,774.50
07/02/2010	16212	13196	08/16/2010	\$ 8,365.50	\$ 8,365.50
07/02/2010	16213	13250	08/16/2010	\$ 12,580.75	\$ 12,580.75
07/07/2010	16225C	12749	08/21/2010	\$ 30,750.00	\$ 30,750.00
07/07/2010	16226C	12755	08/21/2010	\$ 1,080.00	\$ 1,080.00
07/08/2010	16249C	13764	08/22/2010	\$ 35,130.75	\$ 35,130.75
07/08/2010	16250C	13765	08/22/2010	\$ 24,575.25	\$ 24,575.25
07/08/2010	16251C	13766	08/22/2010	\$ 10,005.25	\$ 10,005.25
07/08/2010	16252C	13768	08/22/2010	\$ 325.50	\$ 325.50
07/08/2010	16253C	13769	08/22/2010	\$ 2,185.50	\$ 2,185.50
07/15/2010	16281M	13251	08/29/2010	\$ 3,805.75	\$ 3,805.75
07/15/2010	16282M	13254	08/29/2010	\$ 3,871.00	\$ 3,871.00
07/15/2010	16283M	13675	08/29/2010	\$ 390.00	\$ 390.00
07/23/2010	16525	13255	09/06/2010	\$ 13,923.00	\$ 13,923.00
07/23/2010	16526	13256	09/06/2010	\$ 11,394.50	\$ 11,394.50
07/23/2010	16527	14014	09/06/2010	\$ 8,739.50	\$ 8,739.50
08/02/2010	16617A	15888	09/16/2010	\$ 864.00	\$ 864.00
08/02/2010	16618A	15332	09/16/2010	\$ 10,512.00	\$ 10,512.00
08/02/2010	16619A	15333	09/16/2010	\$ 9,576.00	\$ 9,576.00
08/05/2010	16673A	13249	09/19/2010	\$ 15,873.00	\$ 15,873.00
08/05/2010	16674A	13253	09/19/2010	\$ 10,580.50	\$ 10,580.50
08/05/2010	16675A	14013	09/19/2010	\$ 10,552.50	\$ 10,552.50
08/09/2010	16686	13685	09/23/2010	\$ 13,356.00	\$ 6,678.00
08/09/2010	16686A	13685	09/23/2010	\$ 13,356.00	\$ 6,678.00
08/13/2010	16800	14071	09/27/2010	\$ 7,584.50	\$ 7,584.50
08/13/2010	16801	14074	09/27/2010	\$ 7,759.50	\$ 7,759.50
08/16/2010	16836	14071	09/30/2010	\$ 5,320.00	\$ 5,320.00
08/16/2010	16837	15651	09/30/2010	\$ 11,271.00	\$ 11,271.00
TOTAL B				\$ 422,351.25	\$ 326,700.75
				\$ 422,351.25	\$ 408,995.25

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 20, 2011

Via Federal Express Mail To:

BMC GROUP, INC.
Attn: URBAN BRANDS CLAIMS PROCESSING
18750 Lake Drive East
Chanhassen, MN, 55317

Re: UBI Liquidating Corp. f/k/a Urban Brands, Inc.
Case No.: 10-13005 (KJC)
ASIL 6, INC.
Case No.: 10-13004 (KJC)
ASL Liquidating Corp. f/k/a Ashley Stewart, Ltd.
Case No.: 10-13027

Dear Sir or Madame:

My firm is counsel to Miss Sportswear Inc.

Enclosed herewith please find Proofs of Claim ("Proofs Of Claim") for filing in the above referenced bankruptcy proceedings.

Please file the Proofs of Claim and return copies stamped "received" to the undersigned in the enclosed self-addressed stamped envelope.

Thank You.

Respectfully Submitted,
LAZARUS & LAZARUS, P.C.

By: 

Michael E. Murav, Esq.

MEM.qm-Encl.