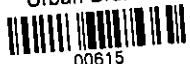


<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Urban Brands, Inc.</b>		Case Number: <b>10-13005-KJC</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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>FANTAS EYES</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (if known)  Filed on: _____
Name and address where notices should be sent: 25641042012856 FANTAS EYES 385 5TH AVE, 9TH FLOOR NEW YORK, NY 10016		
Name and address where payment should be sent (if different from above):  <b>FANTAS EYES, INC</b> <b>385 5TH AVENUE, 9TH FL</b> <b>NEW YORK, NY 10016</b>  Telephone No. <b>212-997-4433</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>\$ 5,720.00</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>GOODS SOLD</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). <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). <input type="checkbox"/> Contributions to an employee benefit plan -- 11 U.S.C. § 507(a)(5). <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). <input type="checkbox"/> Taxes or penalties owed to governmental units -- 11 U.S.C. § 507(a)(8). <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). <input type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
3. Last four digits of any number by which creditor identifies debtor: <u>0650</u>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		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.
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: \$ _____		
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ <u>N/A</u> (See instruction #6 on reverse side.)		
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.  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:		
Date: <b>01/20/2011</b>	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>Tell Davis</i>	FOR Urban Brands  00615

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

**Items to be completed in Proof of Claim form****Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**4. Secured Claim.**

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).**

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9)** State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.**7. Credits:**

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**8. Documents:**

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

**Date and Signature:**

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

**Claim**

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. § 506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)** Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION****Acknowledgement of Filing a Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.bmcgroup.com/UrbanBrands>

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOFS OF CLAIM TO:

**Via Regular U.S. Mail** **Via Overnight Courier**

BMC Group, Inc.	BMC Group, Inc.
Attn: Urban Brands	Attn: Urban Brands
Claims Processing	Claims Processing
P.O. Box 3020	18750 Lake Drive East
Chanhassen, MN 55317	Chanhassen, MN 55317

**FANTAS EYES, INC.**

WAREHOUSE:

**Invoice** 1029224

385 FIFTH AVE, 9/FL.  
 NEW YORK, NY 10016  
 Telephone 212/997-4433  
 Fax 212/997-7630

380 Bergen Avenue  
 Kearny, NJ 07032  
 Tel: 201/997-9308  
 Fax: (201)/997-9310

**Customer No.** ASHLE

**Bill To:** ASHLEY STEWART  
 100 METRO WAY  
 SECAUCUS, NJ 07094

**Ship To:** ASHLEY STEWART  
 100 METRO WAY  
 SECAUCUS, NJ 07094

This receivable is assigned to, owned by and payable only to: THE CIT GROUP /COMMERCIAL SERVICES, INC.  
 PO Box 1036 Charlotte, NC 28201-1036. To whom it must be given any merchandise returns or claims.  
 Payment made to any other party does not constitute valid payment of this invoice. (62-213)

Date		Ship via		F.O.B.		Terms	
08/24/10		UPS		Origin		10 EOM + 30	
P.O. Number		Dept. No.		Salesperson		Our Order No.	
14410				TG		1163189	
Quantity			Item Number	Description	Unit Price	Ext Price	
Ordered	Shipped	B.O.					
1430	1430		BLT4353PL-0168	ELASTIC BELT W/STONE CRICLE BUCKLE	4.00	5720.00	
G.W.: 502.0 LB. Total Quantity: 1430 PCS Total No of Package: 15					NonTaxable Subtotal	5720.00	
Page 1					Total	5720.00	

# URBAN BRANDS

ASHLEY STEWART  
e-commerce

100 Metro Way  
Secaucus, NJ 07094  
201-319-9093 - Fax 201-319-9097

SHIP TO:  
R1 Warehouse - Ashley Stewart  
100 Metro Way  
Secaucus, NJ 07094  
United States of America

Vendor: 429  
PAKINS EYES  
385-5th Ave  
New York, NY 10011  
United States of America

BILL TO:  
Corporate Office  
100 Metro Way  
Secaucus, NJ 07094  
United States of America

Entry Date-	5/13/10
To Be Received After-	8/09/10
To Be Received Before-	8/11/10

Notes: PRE-11X, FLATPK, SPC, BUNDLE, AS LABEL, 1X-3X(221)

Buyer - 209 Meredith Hasting  
Dept - 69 Accessories P  
Sub Dpt - \*ALL  
Class - \*ALL  
Terms - 10 EDM + 30  
Vendor Style -  
Description -  
Currency - USD U.S. Dollars

Freight - 4 FREIGHT PREPAID  
FOB - SHIPPING POINT  
SHIP VIA - Federal Express  
Contract -  
CLR Cde PP GRD

Total Qty: 1,430

Vendor Style	Style Number	Description	CLR	Cde	PP	GRD	1X	2X	3X	4X	Total Qty
	BL143530L	3IN STRETCH W/GRD R/S B	Black	1			572	572	286		1,430
			GOLDR 765				192	192	96		480
		Style Pack Totals:					4.00	Recall:			1,910
											Purchase 15-0953TCLX
											Total Style Qty: 1,910

Total packs on PO: 572.00  
Total Ext Cost: 7,640.00  
Total Excl Retail: 37,245.00  
Total PO Qty: 1,910

SO# 1163189

*Handwritten notes:*  
Managerial orders that the vendor (Ashley Stewart) supplied at discount with  
5 100's of 2000 Above  
21X + 2000 + 2000 + 2000 + 2000  
7640 5/20 27

PURCHASE ORDER  
ORIGINAL ORDER  
CONFIRMING ORDER

Page 1  
PDF: 14610



100 Made in USA  
Manufactured in USA  
100% Polyester  
201-315-5293 • Fax 201-315-9997

Vendor: Fattias-CYCS  
Contact: Tom  
Phone/Fax: 212-997-4433  
Buyer: Mercedith

Expected Receipt: 8/9/2010  
Do Not Ship Before: 8/11/2010  
Cancel Date:

PO Number:  
Department: 69  
Sub-Dept: 692  
Telcel Season: 810

Check all that Apply

UBI Label:  X  
UBI Hanger:   
Vendor Label:

Spc PK:  X  
Description:

Dept: 69 S-Dept: 692 Class: 913 S-Class: 205

Color: BLACK Color # 001 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: MUSTARD Color # 765 002 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: PANTONE 15-09653TCX Color # → 131C Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: GLDN YELL Color # 765 002 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: BLACK Color # 001 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: MUSTARD Color # 765 002 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: PANTONE 15-09653TCX Color # → 131C Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: GLDN YELL Color # 765 002 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: BLACK Color # 001 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

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Color: PANTONE 15-09653TCX Color # → 131C Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

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Color: PANTONE 15-09653TCX Color # → 131C Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: GLDN YELL Color # 765 002 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Color: BLACK Color # 001 Size Grp: 2 Cost: \$ 4.00 Retail: \$ 19.50

Style	Description	Dept	S-Dept	Class	S-Class	Color	Color #	Size Grp	Cost	Retail	IMU%	Season	Silht	Fabr	Orgn	Fabr Material	Order Qty	Ext Cost	Ext Retail	
353	3" STRETCH WICROC R/S BKLE	69	692	913	205	BLACK	001	002	\$ 4.00	\$ 19.50	79.5%	F2	SR	PH	CH	PVC	1430	\$ 5,720	\$ 27,885	
		69	692	913	205	GLDN YELL	765 002	002	\$ 4.00	\$ 19.50	79.5%	F2	SR	PH	CH	PVC	480	\$ 1,920	\$ 9,360	
						PANTONE 15-09653TCX		→ 131C												
NEED 10 PCS FOR FLOOR SET BY 7/26																				
<i>Each style</i>																				
PO Number: <u>101 ALE 1910</u> Department: <u>69</u>																				

424 424 44" → 801 10 (other)

PO Number: 69



**Proof of Delivery**

[Close Window](#)

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

<b>Tracking Number:</b>	1Z545R440345287203
<b>Reference Number(s):</b>	1163189, 14410, 689393
<b>Service:</b>	UPS Ground
<b>Weight:</b>	38.00 lbs
<b>Shipped/Billed On:</b>	08/24/2010
<b>Delivered On:</b>	08/30/2010 10:00 A.M.
<b>Delivered To:</b>	SECAUCUS, NJ, US
<b>Signed By:</b>	HUGO

**Left At:** Dock

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 01/14/2011 8:43 A.M. ET

[Print This Page](#)

[Close Window](#)

Top Gun Distribution Service, Inc.  
SHIPMENT RECEIPT  
24-Aug-2010 - 8:30:57 AM

UPS Account No.: 646R44  
Sorted By: Order of Shipment

All charges are in USD; fuel surcharge included where applicable.

Name / Address	Shipment Detail	Options	Published Rate Charges
Ship To: ASHLEY STEWART 100 METRO WAY SECAUCUS NJ 07094 United States	Service Type: GROUND	Shipment Service Charge:	494.60
	Total Packages: 15	Quantum View Notify:	0.00
	Billable Wt.: 544.0 lb		
	Transportation: Third Party 23225X		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Tracking No.: 1Z545R440345287203	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440344519811	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440345709024	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440343250835	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440343301244	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440343376254	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440344951862	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		
	Tracking No.: 1Z545R440345064079	Package Service Charge:	34.41
	Package Type: Package		
	Weight: 38.0 lb		
	Package Ref No.1: 1163189		
	Package Ref No.2: 14410		
	Package Ref No.5: 689393		

Top Gun Distribution Service, Inc.  
SHIPMENT RECEIPT  
24-Aug-2010 - 8:30:57 AM

UPS Account No.: 545R44  
Sorted By: Order of Shipment

All charges are in USD; fuel surcharge included where applicable.

Name / Address	Shipment Detail	Options	Published Rate Charges
	Tracking No.: 1Z545R440345806881 Package Type: Package Weight: 38.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:	34.41
	Tracking No.: 1Z545R440343442299 Package Type: Package Weight: 38.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:	34.41
	Tracking No.: 1Z545R440345980301 Package Type: Package Weight: 38.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:	34.41
	Tracking No.: 1Z545R440344798912 Package Type: Package Weight: 38.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:	34.41
	Tracking No.: 1Z545R440344734123 Package Type: Package Weight: 38.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:	34.41
	Tracking No.: 1Z545R440343781931 Package Type: Package Weight: 38.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:	34.41
	Tracking No.: 1Z545R440345698340 Package Type: Package Weight: 12.0 lb Package Ref No.1: 1163189 Package Ref No.2: 14410 Package Ref No.5: 689393	Package Service Charge:  3rd Party Amt: (23225X) UPS Total Charge:	12.66  494.60 494.60

Summary Totals:

Shipment Option	Shpts	Pkgs	Pub Charges	Billing Option	Shpts	Pkgs	Pub Charges
Quantum View Notify	1	0	0.00	Prepaid	1	15	494.60
Package Option		Pkgs	Pub Charges	<b>TOTAL CHARGES</b>			
				494.60			

1 Shipment(s)  
15 Package(s)

All charges are in USD; fuel surcharge included where applicable.  
Your invoice may vary from the displayed rates.  
\* Indicates Shipper-Paid Declared Value