
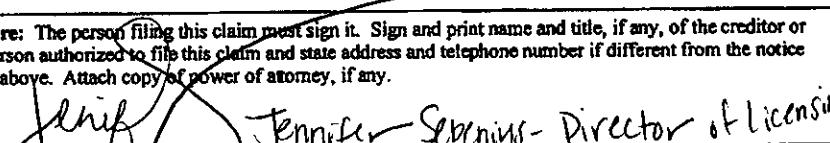


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: Ashley Stewart Clothing Company, Inc.		Case Number: 10-13016
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of 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): ACME ACCESSORIES INC		<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:  25641046025960 ACME ACCESSORIES INC JONES DAY LORI SINANYAN 555 S FLOWER ST FIFTIETH FLOOR LOS ANGELES, CA 90071		
Name and address where payment should be sent (if different from above):		<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.
Telephone No. _____		
1. Amount of Claim as of Date Case Filed: \$ <u>18,681</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. <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 checked="" 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 U.S.C. § 507(a)(____). Amount entitled to priority: \$ <u>18,681</u> * 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.
2. Basis for Claim: <u>Goods sold--see attached Reclamation Notice and invoice</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>Vendor 25041</u> 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: <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>18,681</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: 1/21/11	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.  Jennifer Sebenius - Director of Licensing	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

FOR COURT USE ONLY

Urban Brands



00622

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Urban Brands, Inc., et al,)	Case No. 10-13005-KJC
)	
Debtors.)	

NOTICE OF RECLAMATION DEMAND AND CLAIM

PLEASE TAKE NOTICE that, pursuant to section 2-702 of the Uniform Commercial Code, Bankruptcy Code section 546(c)(1) and applicable non-bankruptcy law, Acme Accessories, Inc. ("Acme") hereby files this notice of delivery of written demand on the above-captioned debtors and debtors-in-possession (the "Debtors"), to reclaim certain goods that are subject to reclamation. Each of the elements for reclamation are met, and Acme therefore made written demand for reclamation of goods sold to and received by the Debtor within 45 days of its petition date. Attached hereto as Exhibit A and incorporated herein by reference is (1) a true and correct copy of that letter, dated October 8, 2010, (2) proof of attempted facsimile delivery on October 8, 2010 to the only facsimile number Acme has for the Debtors, and (3) proof of UPS delivery on October 11, 2010. Acme reserves all rights, remedies and interests with respect to the subject goods, which includes but is not limited to the right to assert an administrative priority claim pursuant to Bankruptcy Code section 503(b)(9).

Dated: October 13, 2010

Respectfully submitted,

/s/ Lori Sinanyan
Lori Sinanyan (Cal. State Bar No. 209975)
JONES DAY
555 S. Flower Street, Fiftieth Floor
Los Angeles, CA 90071
Telephone: 213-489-3939
Facsimile: 213-243-2539
Attorneys for ACME ACCESSORIES, INC.

Acme Accessories, Inc.

4201 Baldwin Ave., El Monte, CA 91731

Voice 626.459.4188 Fax 626.459.4189

Email Jennifer@acmeacc.com

October 8, 2010

Via Overnight Delivery and Facsimile

Stephen A. Feldman, Chief Financial Officer
Urban Brands, Inc.
100 Metro Way
Secaucus, NJ 07094
Facsimile: 201-319-9097

Re: ***In re Urban Brands, Inc. (Delaware Case No. 10-13005-KJC)***
Acme Accessories, Inc. Reclamation Demand

Dear Mr. Feldman:

Urban Brands, Inc. and certain of its subsidiaries and affiliates (collectively, "Urban Brands") filed petitions for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") on September 21, 2010 in the United States Bankruptcy Court for the District of Delaware.

Acme Accessories, Inc. ("Acme"), hereby makes demand on Urban Brands for the return of all goods consisting of shipments by Acme and deliveries received by Urban Brands during the applicable periods set forth in Bankruptcy Code § 546(c). Such demand is made pursuant to the applicable state statute or statutes codifying Uniform Commercial Code § 2-702 and Bankruptcy Code § 546(c). Specifically, this demand covers Invoice Nos. 59875 and 59876 totaling \$18,681 for black and violet oversized bow hobo bags that were sent by Acme to Urban Brands, delivery acknowledged on September 20, 2010 (collectively, the "Goods"). A copy of these invoices, the Urban Brands purchase orders, pictures of the goods, and acknowledgment of receipt on the part of Urban Brands are attached hereto as Exhibit 1. Acme sold all of the Goods identified by these invoices in the ordinary course of business, and Urban Brands received such Goods while insolvent.

In light of Urban Brand's bankruptcy filing, you are further notified that all Goods subject to our right of reclamation should be protected. Acme demands that Urban Brands *immediately* (a) segregate the Goods, (b) not use the Goods for any purpose whatsoever except those specifically authorized following a notice and hearing by the Bankruptcy Court, (c) provide an inventory of all Goods in Urban Brands' possession as of today's date, and (d) return all Goods to Acme by contacting Elva Chang, 626-459-4188 x109 for instructions. In the event you are unable to segregate our shipments and affect a return, we hereby demand immediate payment for the Goods that have been delivered and received and are covered by our legal rights to reclaim such goods.

While Acme has made every effort to provide a complete list of all goods shipped during the reclamation period, Acme continues to review its accounts with Urban Brands and, therefore, reserves all rights to supplement this demand and the attached list of invoices. Should Acme learn of any shipments of goods not included herein, such invoices will be provided to Urban Brands promptly.

In exercising its reclamation rights, Acme expressly reserves all of its rights, remedies or claims, which it may possess under any applicable laws and in equity, including without limitation, its right to an administrative expense claim under Bankruptcy Code § 503(b)(9).

Sincerely,



Jennifer Sebenius/

Director of Licensing

Enclosures (1)

4201 Baldwin Ave. El Monte, CA 91731
phone 626-459-4188 fax 626-459-4189

ACME ACCESSORIES, INC.

Fax

To: Urban Brands/Stephen Feldman **From:** Jennifer Sebenius
Fax: 201-319-9097 **Pages:** 11 pages, including cover
Phone: **Date:** 10/8/2010
Re: Reclamation demand **CC:**

Urgent For Review Please Comment Please Reply Please Recycle

TRANSMISSION VERIFICATION REPORT

TIME : 10/08/2010 15:46
NAME : ACME ACCESSORIES INC
FAX : 6264594189
TEL : 6264594188
SER. # : BRQJ2J700756

DATE, TIME	10/08 15:46
FAX NO./NAME	12013199097
DURATION	00:00:00
PAGE(S)	00
RESULT	BUSY
MODE	STANDARD

TRANSMISSION VERIFICATION REPORT

TIME : 10/08/2010 16:13
NAME : ACME
FAX : 6264594189
TEL : 6264594188
SER. # : BRQH7J695392

DATE, TIME	10/08 16:13
FAX NO./NAME	12013199097
DURATION	00:00:00
PAGE(S)	00
RESULT	BUSY
MODE	STANDARD



Proof of Delivery

Dear Customer,

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

Tracking Number: 1ZA3142V0150410851
Service: NEXT DAY AIR
Weight: 1.00 Lb
Shipped/Billed On: 10/08/2010
Delivered On: 10/11/2010 9:40 A.M.
Delivered To: ASHLEY STEWART
100 METRO WAY
SECAUCUS, NJ, US 07094
Signed By: CASTILLO
Location: MAIL ROOM

Thank you for giving us this opportunity to serve you.

Sincerely,

UPS

Tracking results provided by UPS: 10/11/2010 1:59 P.M. ET

ACME ACCESSORIES, INC.

4201 Baldwin Ave., El Monte, CA 91731

TEL: (626) 459-4188 FAX: (626) 459-4189

CREDIT DEPARTMENT

Invoice 59875

Customer: UBAS

Bill To:

CORPORATE OFFICE
URBANBRANDS-ASHLEY STEWART
100 METRO WAY
SECAUCUS, NJ 07094
USA

Ship To:

UBI WAREHOUSE - ASHLEY STEWART
100 METRO WAY
SECAUCUS, NJ 07094 USA

Date	Ship Via	F.O.B.	Terms		
09/14/10	NET GROUP	Origin	10 EOM+30		
Purchase Order Number	Order Date	Salesperson	Department Number		
15088(AG4440)	09/24/10	AG	BY		
Quantity	Item Number	Description	Tax	Unit Price	Amount
Required	Ship	B.O.			
1212	1212	BG3076BK	N	9.75	11817.00
608	608	BG3076VI	N	9.75	5928.00

CTNS#1-37 @52LBS @32PCS; #38 @50LBS @28PCS---BLACK
39-57 @52LBS @32PCS---VIOLET

TOTAL :57 CTNS @2982LBS @1820PCS

PCS PREPACK

G. GOODS MAY NOT BE RETURNED WITHOUT OUR PRIOR WRITTEN CONSENTS. ALL CLAIMS MUST BE MADE WITHIN 5 DAYS AFTER RECEIPT OF GOODS. PLEASE PAY FROM THIS INVOICE IF PAYMENT IS NOT MADE AS PER TERMS INDICATED ON THIS INVOICE A FINANCE CHARGE OF 1 1/2 % (18% ANNUAL RATE) OR THE LEGAL MAXIMUM WILL BE CHARGED ON PAST DUE AMOUNT.

NonTaxable Subtotal	17745.00
Taxable Subtotal	0.00
Tax	0.00
Total	17745.00

6/14/10 Ag 4440
VBF 61085/UBUS

URBAN REWARDS

107 Maple Way
Savannah, GA 31404
201-510-0303 - Fax 201-510-0307

ASHLEY STEWART
D...
D...
D...

Wendy
Ashley
D...
D...
D...

BILL TO:
Corporate Office
500 Market Way
Savannah, GA 31404

Order Number of America
Entry Date: 6/28/10
To be received after: 7/28/10
To be received before: 8/28/10

ORDER - 17...
15068

PURCHASE ORDER
CORPORAL ORDER
CORPORAL ORDER

8/12/10
8/13/10
8/10/10
7/29/10
7/22/10
7/10/10
6/25/10
6/23/10

total pieces on PO: 1,252.00
total Exp Cost: 97,823.00
Total Exp Cost: 53,926.00
Total Exp Cost: 66.9
Total Exp Cost: 1,252

Add 3" to strap of

TOP 1375
ALK F-14" B-13"
V5 F-1375 B-13"

6/28 P.P. \$ 30.61
7/22 woven label showing tag & 79(95%)
4/09 TOP \$ 13.44

6/23/10 P.P. sent
6/25/10 P.P. approved.
7/12/10 TRX received
7/10/10 woven label, hand bag tag ordered
7/22/10 woven label & hand bag tag rec'd.
7/29/10 give to Michael and ship from Savannah (TRX label)
8/10/10 TOP sent (UPST 12A142VW25D3 97617)
8/13/10 TOP approved

ASHLEY STEWART
25041 B&O78
20032849
06/15/10

ASHLEY STEWART
25041 B&O78
20032849
06/15/10

ACME ACCESSORIES, INC.

4201 Baldwin Ave. El Monte, CA 91731

TEL: (626) 459-4188 FAX: (626) 459-4189

CREDIT DEPARTMENT

Invoice 59876

Customer: UBAS

Bill To:

CORPORATE OFFICE
URBANBRANDS-ASHLEY STEWART
100 METRO WAY
SECAUCUS, NJ 07094
USA

Ship To:

UBI WAREHOUSE - ASHLEY STEWART
100 METRO WAY
SECAUCUS, NJ 07094 USA

Date		Ship Via		F.O.B.		Terms			
09/14/10		NET GROUP		Origin		10 EOM+30			
Purchase Order Number			Order Date		Salesperson		Department Number		
15077(AG4490)			08/24/10		AG		51		
Quantity		B.O.		Description		Tax		Amount	
Required	Ship			Item Number			Unit Price		
60	60			BG3075BK	BLACK OVERSIZED BOW HOBO BAG	N	8.75	525.00	
36	36			BG3075VI	VIOLET OVERSIZED BOW HOBO BAG	N	8.75	315.00	

CTNS#1 @52LBS @32PCS #2 @50LBS @28PCS ---BLACK
3 @57LBS @36PCS ---VIOLET

TOTAL : THREE CTNS @160LBS @36PCS

PREPACK

GOODS MAY NOT BE RETURNED WITHOUT OUR PRIOR WRITTEN CONSENTS. ALL CLAIMS MUST BE MADE WITHIN 5 DAYS AFTER RECEIPT OF GOODS. PLEASE PAY FROM THIS INVOICE IF PAYMENT IS NOT MADE AS PER TERMS INDICATED ON THIS INVOICE. A FINANCE CHARGE OF 1 1/2 % (10% ANNUAL RATE) OR THE LEGAL MAXIMUM WILL BE CHARGED ON PAST DUE AMOUNT.

Non Taxable Subtotal	936.00
Taxable Subtotal	0.00
Tax	0.00
Total	936.00

UNIBRANDS

100 Metro Way
Secaucus, NJ 07004
201-319-9088 • Fax 201-319-9097

ASHLEY STEWART
E-COMMERCE

UB# 61085 / UB155

Purchase order

7/12/99 14:49:00

PURCHASE ORDER

ORIGINAL ORDER

CONFIRMING ORDER

Ship to:
US1 Ashley Stewart E-Commerce
100 Metro Way
Secaucus, NJ 07004
United States of America

Vendor: ZENAI
AZOE ACCESSORIES INC.
42201 SAUNDERS AVENUE
EL MONTIC, CA 91731
United States of America

Order: 205 forward to Metropro
Dept: 51 Warehouse P
Sub Qty: 9411
Class: 9411
Term: 10 EOM * 30
Vendor Style: 59876
Description: CURTAINY USD U.S. Dollars
Elt Cdn Rtnsd

Bill to:
Corporate Office
100 Metro Way
Secaucus, NJ 07004
United States of America

Entry Date: 6/29/99
To Be Received After: 9/20/10
To Be Received Before: 8/29/99

Invoice
59876
UNIBRANDS

Vendor style: 59876
Description: 90W FRONT 6880
Style Pack Totals: 95
Curt: 100000

QTY	UNIT PRICE	AMOUNT	TAX	TOTAL
1	40.00	40.00	0.00	40.00
1	35.00	35.00	0.00	35.00
1	9.75	9.75	0.00	9.75
Total Qty		3		84.75
Total Style Qty		3		84.75

Total packs on PO: 60.00
Total Ext Comp: 936.00
Total PO Qty: 3

6/23/10 P.P. sent
6/25/10 P.P. approved
7/12/10 Tix received.
7/12/10 woven label, hand bag tag ordered
7/22/10 label & tag rec'd.
7/28/10 Give to Michael and ship from Shanghai (Tix & label)
8/10/10 Top sent (UPS# 124345454 558 357617)

6/23 P.P. \$ 30.00
7/22 woven label & hand bag tag \$ 4.50 (9%)
8/19 TOP \$ 13.25

IMPORTANT

BACK
ASHLEY STEWART
2001 Bldg 076
20002040
7/12/99

VICENT
ASHLEY STEWART
2001 Bldg 076
20002040
7/12/99

Color: Violet



Color: Black



SHIPPER
 ACME ACCESSORIES, INC.
 4201 BALDWIN AVENUE
 EL MONTE, CA 91731
 TEL: 626-459-4199/FAX: 4189

CONSIGNEE: POINT OF DESTINATION:
 ASHLEY STEWART, INC.
 DIVISION OF URBAN BRANDS
 100 METROWAY
 SECAUCUS, NJ 07094

BILL TO: Acme Accessories, Inc.

CARRIER: HET GROUP INC.
 Call Susan for appt. 24HRS in advance
 before 12:00 pm noon: 201-319-9093 x2375

DATE:
 09/15/2010

DECLARE VALUE: \$18,700.00
 PER: 60 CTNS ON 3 PALLETS

# OF CTNS	PO#	DEPT.#	INVOICE #	BRAND NAME	DESCRIPTIONS	WEIGHT
57	15088	51	69875	ASHLEY'S	black/violet oversized bow hogo bag	2,985
3	15077	51	69876	ASHLEY'S	black/violet oversized bow hogo bag	180
"Envelope containing packing lists and invoices"						

60 CTNS ON 3 PALLETS 3125 LBS

SHIPPER'S SIGNATURE: DATED SHIPPED: DRIVERS SIGNATURE: DATED PICKED UP:
 X X *[Signature]* 9/15/10

ACME ACCESSORIES, INC.
 4301 BALDWIN AVENUE
 EL MONTE, CA 91731
 TEL: 626-459-4199/FAX: 4169

CONSIGNEE: POINT OF DESTINATION
 ASHLEY STEWART, INC.
 DIVISION OF URBAN BRANDS
 100 METRO WAY
 SECAUCUS, NJ 07094

BILL TO: Acme Accessories, Inc.

CARRIER: HET GROUP INC.
 Call Susan for sept. 24HRS in advance
 before 12:00 pm noon. 201-318-9093 x2376

DATE: 08/16/2010

DECLARE VALUE: \$16,700.00
 PER: 60 CTNS ON 3 PALLET

# OF CTNS	PO#	DEPT	INVOICE #	BRAND NAME	DESCRIPTION	WEIGHT
57	15089	51	59878	ASHLEY S	black/violet oversized bow hogo bag	2,968
3	15077	51	59878	ASHLEY S	black/violet oversized bow hogo bag	160

Envelope containing packing lists and invoices

URBAN BRANDS
 Shipping Div.
 100 Metro Way
 Secaucus, NJ 07094

RECEIVED

Date: 9-20-10 Ctns: 60
 Received By: [Signature]
 Time: 7:00 - 10:05
 Comments: [Signature]

60 CTNS ON 3 PALLET 3125 LBS

SHIPPER'S SIGNATURE: [Signature] DATED SHIPPED: _____ DRIVER'S SIGNATURE: _____ DATED PICKED UP: _____

X [Signature] X X X