
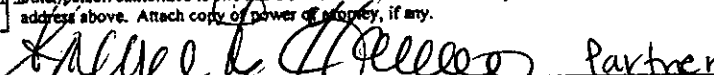


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: Urban Brands, Inc.		Case Number: 10-13005-KJC
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative 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): HUGHES HUBBARD & REED, LLP		<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: 25641042013418 HUGHES HUBBARD & REED, LLP ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1482		
Name and address where payment should be sent (if different from above): <div style="text-align: center;">  YOUR CLAIM IS SCHEDULED AS: SCHEDULE ID: s1834 AMOUNT/CLASSIFICATION: \$189,312.48 UNSECURED </div>		<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.
RECEIVED JAN 24 2011 Telephone No. _____ BMC GROUP		
1. Amount of Claim as of Date Case Filed: <u>\$no less than \$83,126.26</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>Legal Services - See Rider</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 over 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: _____ 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: <u>Potential Attorney's Lien on documents/recoveries</u> Value of Property: \$ <u>unliquidated</u> Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for Perfection: <u>statutory/possessory</u> Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____		
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 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.
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: <u>1/21/2011</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.  Partner	



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.¹ : Jointly Administered

**RIDER TO PROOF OF CLAIM
OF HUGHES HUBBARD & REED LLP**

1. Hughes Hubbard & Reed LLP (“HHR” or the “Claimant”) files this claim (this “Claim”) against Urban Brands, Inc. (the “Urban Brands”), and related debtors under the administratively consolidated Case No. 10-13005 (KJC) (collectively, the “Debtors”).

2. Urban Brands is indebted to HHR as of September 21, 2010, the date on which the Debtors filed their chapter 11 petitions, in the amount not less than \$83,126.26 for legal services rendered by HHR from July 1, 2009 through June 30, 2010.²

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1. The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100% Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3187), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 01094.
2. HHR agreed to provide Urban Brands with a 15% discount on legal fees provided that Urban Brands timely remitted payment on outstanding invoices. The invoices underlying this Claim and attached hereto reflect this 15% discount. However, as these invoices were not paid pursuant to such arrangement, HHR claims the full amount of services performed totaling \$83,126.26 without application of the discount.

3. The principal documents upon which this Claim is based are included in Exhibit 1 attached hereto.

4. No judgment has been rendered on this Claim.

5. All notices concerning this Claim should be sent to:

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004
Attention: Spencer L. Harrison, Esq. and
Jeffrey S. Margolin, Esq.

6. This Claim is filed under compulsion of the bar date established in this case pursuant to the Notice of Deadlines for Filing Proof of Claim Against Debtor [D.I. 545] and is filed to protect HHR from forfeiture of the Claim.

7. Claimant reserves the right to amend and/or supplement this Claim at any time as necessary or appropriate to amend or quantify the amounts of the claims set forth herein. Claimant further reserves the right to amend and/or supplement this Claim to provide additional detail of the claims set forth herein and/or to include any and all additional claims which may be based on or relate to the same nucleus of operative events or documents referred to herein, including, but not limited to, establishing the right to additional indebtedness, interest, fees and expenses including fees and costs of attorneys and other professionals. Claimant further reserves the right to withdraw claims or to file additional proofs of claim for, or motions for payment of, administrative expenses or other claims entitled to priority. The claims contained in any such other proofs of claim or motions are in addition to, and not in limitation of, the Claim set forth herein.

8. The execution and filing of this Claim are not (a) a waiver or release of HHR's rights against any other debtor or any other entity or person liable for all or part of the Claim or (b) an election of remedy which waives or otherwise affects any other remedy. HHR expressly reserves its rights to file any other proofs of claim with respect to the Claim set forth herein or otherwise (which proof of claim, if so filed, shall not be deemed to supersede this Claim), or to amend or supplement this

Claim in any respect, including the filing of an amended claim or additional proofs of claim for claims not covered by this Claim.

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8910262

October 8, 2009

FEDERAL TAX ID 13-5605391

Re: **URBAN BRANDS INC. - MARK A. GUNN**

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through August 31, 2009.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	1.70	1,462.50
J Habinsky	6.90	4,018.80
J Clancy	0.30	69.00
T Lin	1.90	403.75
F Joseph	0.30	73.95
M Carrington	0.80	153.00
TOTALS	11.90	\$6,181.00

Other Charges - Includes costs previously incurred but not billed:

Photocopy	49.45	
Telecopies	1.10	
Cab Service	164.83	
Search Services	12.99	
Parking	13.50	
Postage	6.96	
Messenger	6.45	
TOTAL		255.28
TOTAL DUE AND OWING		<u>\$6,436.28</u>

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8910741

October 23, 2009

FEDERAL TAX ID 13-5605391

Re: 031311-00001

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through September 30, 2009.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	1.60	1,224.00
J Habinsky	4.90	2,832.20
TOTALS	6.50	\$4,056.20
 <u>Other Charges:</u>		
Express Delivery	36.27	
Photocopy	35.50	
TOTAL		71.77
TOTAL DUE AND OWING		\$4,127.97

BILLS ARE DUE AND PAYABLE UPON RECEIPT
THIS STATEMENT DOES NOT INCLUDE EXPENSES NOT YET RECEIVED BY THIS OFFICE
WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS BILLING

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8913606

November 13, 2009

FEDERAL TAX ID 13-5605391

Re: 031311-00001

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through October 31, 2009.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
J Habinsky	0.10	57.80
TOTALS	.10	\$57.80

Other Charges - Includes costs previously incurred but not billed.

Professional Services (RVM, Inc.)	3,323.92	
Photocopy	13.20	
TOTAL		3,337.12
TOTAL DUE AND OWING		\$3,394.92

BILLS ARE DUE AND PAYABLE UPON RECEIPT
THIS STATEMENT DOES NOT INCLUDE EXPENSES NOT YET RECEIVED BY THIS OFFICE
WHICH MIGHT HAVE BEEN INCURRED DURING THE PERIOD COVERED BY THIS BILLING

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8915817

December 23, 2009

FEDERAL TAX ID 13-5605391

Re: 031311-00001

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through November 30, 2009.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	0.40	306.00
J Habinsky	2.80	1,618.40
TOTALS	3.20	\$1,924.40
 <u>Other Charges:</u>		
TOTAL		0.00
TOTAL DUE AND OWING		\$1,924.40

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8915992

January 26, 2010

FEDERAL TAX ID 13-5605391

Re: **URBAN BRANDS INC. - MARK A. GUNN**

FOR PROFESSIONAL SERVICES RENDERED in connection with the above referenced matter through December 31, 2009.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	0.50	382.50
J Habinsky	15.20	8,785.60
TOTALS	15.70	\$9,168.10
 <u>Other Charges:</u>		
Photocopy	76.30	
Express Delivery	5.63	
TOTAL		81.93
TOTAL DUE AND OWING		\$9,250.03

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8917829

February 26, 2010

FEDERAL TAX ID 13-5605391

Re: URBAN BRANDS INC. - MARK A. GUNN

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through January 31, 2010.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	3.00	2,358.76
J Habinsky	9.30	5,533.50
TOTALS	12.30	\$7,892.26

Other Charges:

Photocopy	210.60	
RVM (Computer Forensic Services)	1,452.12	
Express Delivery	11.61	
Postage	11.44	
TOTAL		1,685.77
TOTAL DUE AND OWING		\$9,578.03

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8917976

March 30, 2010

FEDERAL TAX ID 13-5605391

Re: **URBAN BRANDS INC. - MARK A. GUNN**

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through February 28, 2010.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	2.30	1,808.40
J Habinsky	13.50	8,032.50
A Bogdan	0.60	265.20
TOTALS	16.40	\$10,106.10

Other Charges:

Photocopy	33.90	
Cab Service	105.45	
TOTAL		139.35
TOTAL DUE AND OWING		\$10,245.45

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8919315

April 23, 2010

FEDERAL TAX ID 13-5605391

Re: **URBAN BRANDS INC. - MARK A. GUNN**

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through March 31, 2010.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	4.60	3,616.78
J Habinsky	20.70	12,316.50
A Bogdan	0.40	176.80
D N Frost	0.70	258.83
TOTALS	26.40	\$16,368.91

Other Charges:

Photocopy	739.17	
Cab Service	16.78	
Lexis	42.51	
Express Delivery	7.95	
Telephone	2.74	
TOTAL		809.15
TOTAL DUE AND OWING		\$17,178.06

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands, Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8920677

May 25, 2010

FEDERAL TAX ID 13-5605391

Re: **URBAN BRANDS INC. - MARK A. GUNN**

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through April 30, 2010.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	1.50	1,179.39
E J M Little	0.50	393.13
J Habinsky	9.60	5,712.00
TOTALS	11.60	\$7,284.52

Other Charges:

Postage	0.44	
Photocopy	301.61	
Telephone	3.01	
Telecopies	3.30	
Lexis	34.84	
TOTAL		343.20
TOTAL DUE AND OWING		\$7,627.22

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8921387

June 23, 2010

FEDERAL TAX ID 13-5605391

Re: URBAN BRANDS INC. - MARK A. GUNN

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through May 31, 2010.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
N H Bassen	0.40	314.51
J Habinsky	2.20	1,309.00
TOTALS	2.60	\$1,623.51

Other Charges - Includes costs previously incurred but not billed:

Lexis	62.00	
TOTAL		62.00
TOTAL DUE AND OWING		\$1,685.51

Hughes Hubbard

Hughes Hubbard & Reed LLP
One Battery Park Plaza
New York, New York 10004-1482
Telephone: 212-837-6000
Facsimile: 212-422-4726
hugheshubbard.com

Mr. A. David Brown
Executive Vice President, Human Resources
Urban Brands Inc.
100 Metro Way
Secaucus, NJ 07094

Invoice No. 8922389

July 22, 2010

FEDERAL TAX ID 13-5605391

Re: URBAN BRANDS INC. - MARK A. GUNN

FOR PROFESSIONAL SERVICES RENDERED in connection with the above-referenced matter through June 30, 2010.

Attorney Summary

<u>Attorney</u>	<u>Hours Worked</u>	<u>Amount</u>
J Habinsky	2.80	1,666.00
TOTALS	2.80	\$1,666.00
 <u>Other Charges:</u>		
Lexis	62.57	
TOTAL		62.57
TOTAL DUE AND OWING		\$1,728.57

January 20, 2011

VIA FEDERAL EXPRESS

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

**Re: UBI Liquidating Corp., et al., Chapter 11,
Case No. 10-13005 (KJC)**

Dear Sir or Madam:

Enclosed for filing is the proof of claim of Hughes Hubbard & Reed LLP against one or more of the debtors in the above-referenced jointly administered proceedings.

I have also enclosed a copy set of the proof of claim. Please file stamp this copy and return it to me in the enclosed self-addressed stamped envelope.

Very truly yours,



Ashley Laurie

Enclosures (2)