

UNITED STATES BANKRUPTCY COURT Southern DISTRICT OF New York PROOF OF CLAIM

Name of Debtor: Urban Brands, Inc.

Case Number: 10-13005

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): Florin Associates, LLC (Prudential)

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

Name and address where notices should be sent: Thomas J. Leanse, Esq., c/o Katten Muchin Rosenman LLP, 2029 Century Park East, 26th Floor, Los Angeles, CA 90067, Telephone number: (310) 788-4400 (204404-00133)

Court Claim Number: (If known)

Filed on:

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

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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.

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 167,384.40

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.

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

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

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.)

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).

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.

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

Nature of property or right of setoff: Real Estate Motor Vehicle Other

Describe:

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).

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: \$

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

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 or 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.)

Other - Specify applicable paragraph of 11 U.S.C. §507 (a) (2).

Amount entitled to priority:

\$ 57,803.70**

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

*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.

If the documents are not available, please explain: **This amount is entitled to administrative expense priority pursuant to 11 U.S.C. Sections 503(b) and/or 365(d) (3)

Date: 1/21/2011

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.

Brian D. Huben, Esq.



PROOF OF CLAIM ATTACHMENT

CASE NAME: Urban Brands, Inc.
CASE NUMBER: 10-13005

LOCATION: Florin Towne Center

A. General Information:

1. Landlord Name: Florin Associates, LLC
2. Property Location: Florin Towne Center
3. Tenant Name: Large Apparel of California, Inc.
4. Debtor's Store No: 445
5. Petition Date: 9/21/2010
6. Lease Exp. Date: 1/31/2019
7. Lease Rej. Date: N/A

Remaining term: 100.4 months

B. Claim Information:

	<u>Rent & Charges</u>	<u>Interest</u>	<u>Totals</u>
1. Unsecured Non-Priority Rejection Claim Amount:	\$0.00	n/a	\$0.00
<small>(Section 502(b)(6)(A))</small>			
2. Unsecured Non-Priority Pre-Petition Claim Amount:	\$100,782.53	\$8,798.17	\$109,580.70
<small>(Section 502(b)(6)(B))</small>			

Subtotal Unsecured Claims	\$100,782.53	\$8,798.17	\$109,580.70
3. Administrative Post-Petition Priority Claim Amount:	\$40,071.23	\$842.75	\$40,913.98
<small>(Section 503(b)(1)(A), 365(d)(3))</small>			
4. Attorney Fees ³	\$16,889.72	n/a	\$16,889.72
Subtotal Administrative Claims	\$56,960.95	\$842.75	\$57,803.70
TOTAL CLAIM AMOUNT			<u>\$167,384.40</u>

¹ Interest calculated at 10. % through 09/20/10, based on a 360 day year.
² Interest calculated at 10. % through 01/24/11, (the Claims Bar Date) based on a 360 day year.
³ Attorney's Fees includes billed and unbilled charges through 01/13/11.
⁴ Claimant reserves the right to supplement or amend this claim from time to time and at any time hereafter.

PRE-PETITION CHARGES

CASE NAME: Urban Brands, Inc.

LOCATION: Florin Towne Center

CASE NUMBER: 10-13005

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	AMOUNT DUE	TOTAL
3/1/2009	Monthly Rent and Charges Short Pay	\$12,583.92	\$1,994.05	\$14,577.97	
3/1/2009	Late Fee	\$559.39	\$88.64	\$648.03	
4/1/2009	Monthly Rent and Charges	\$4,687.75	\$702.42	\$5,390.17	
4/1/2009	Late Fee	\$407.71	\$61.09	\$468.80	
5/1/2009	Monthly Rent and Charges Short Pay	\$1,517.47	\$214.73	\$1,732.20	
6/1/2009	Monthly Rent and Charges	\$5,594.26	\$743.39	\$6,337.65	
7/1/2009	Monthly Rent and Charges	\$4,469.00	\$556.59	\$5,025.59	
7/20/2009	Payment	(\$13,723.51)	\$0.00	(\$13,723.51)	
8/1/2009	Payment	(\$225.90)	\$0.00	(\$225.90)	
9/1/2009	Monthly Rent and Charges Short Pay	\$722.54	\$77.53	\$800.07	
10/1/2009	Monthly Rent and Charges	\$4,157.26	\$411.44	\$4,568.70	
11/1/2009	Monthly Rent and Charges	\$4,478.40	\$404.62	\$4,883.02	
12/1/2009	Monthly Rent and Charges	\$5,388.99	\$441.95	\$5,830.94	
		<u>\$30,617.28</u>	<u>\$5,696.45</u>		
				PRE-PETITION CHARGES:	<u>\$36,313.73</u>

¹ Interest calculated at 10% through 09/20/10, the day before the petition date.

PRE-PETITION CHARGES

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	AMOUNT DUE	TOTAL
12/7/2009	Payment	(\$6,996.20)	\$0.00	(\$6,996.20)	
12/23/2009	Payment	(\$2,351.40)	\$0.00	(\$2,351.40)	
1/1/2010	Monthly Rent and Charges Short Pay	\$10,950.92	\$803.71	\$11,754.63	
2/1/2010	Monthly Rent and Charges Short Pay	\$7,688.93	\$498.04	\$8,186.97	
3/1/2010	Monthly Rent and Charges Short Pay	\$9,002.46	\$513.05	\$9,515.51	
4/1/2010	Monthly Rent and Charges Short Pay	\$5,990.60	\$289.78	\$6,280.38	
5/1/2010	Monthly Rent and Charges Short Pay	\$7,520.17	\$301.05	\$7,821.22	
6/1/2010	Monthly Rent and Charges Short Pay	\$8,868.40	\$278.59	\$9,146.99	
7/1/2010	Monthly Rent and Charges Short Pay	\$7,694.83	\$177.55	\$7,872.38	
8/1/2010	Unpaid Monthly Rent and Charges	\$13,077.92	\$189.05	\$13,266.97	
9/1/2010	Pro-Rated Rent	\$6,971.28	\$40.70	\$7,011.98	
9/1/2010	Pro-Rated CAM	\$774.67	\$4.52	\$779.19	
9/1/2010	Pro-Rated Insurance and Tax	\$972.67	\$5.68	\$978.35	
9/1/2010		\$100,782.53	\$8,798.17		

TOTAL PRE-PETITION CHARGES: \$109,580.70

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POST-PETITION CHARGES

CASE NAME: Urban Brands, Inc.

LOCATION: Florin Towne Center

CASE NUMBER: 10-13005

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	AMOUNT DUE	TOTAL
9/21/2010	Pro-Rated Rent Short Pay	\$1,963.45	\$68.78	\$2,032.23	
9/21/2010	Pro-Rated CAM	\$387.33	\$13.57	\$400.90	
9/21/2010	Pro-Rated Insurance	\$44.33	\$1.55	\$45.88	
9/21/2010	Pro-Rated Tax	\$442.00	\$15.48	\$457.48	
10/1/2010	Monthly Rent and Charges Short Pay	\$10,189.83	\$328.60	\$10,518.43	
11/1/2010	Monthly Rent and Charges Short Pay	\$10,456.92	\$247.10	\$10,704.02	
12/1/2010	Monthly Rent and Charges Short Pay	\$6,614.45	\$101.13	\$6,715.58	
1/1/2011	Monthly Rent and Charges Short Pay	\$9,972.92	\$66.54	\$10,039.46	
			\$0.00	\$0.00	
			\$0.00	\$0.00	
			\$0.00	\$0.00	
			\$0.00	\$0.00	
			\$0.00	\$0.00	
		\$40,071.23	\$842.75		
	Attorneys Fees:	\$16,889.72 ²			
TOTAL POST-PETITION CHARGES:				\$57,803.70	

¹ Interest calculated at 10.0% through 01/24/11, the Claims Bar Date.
² Attorneys Fees calculated through 01/13/11.

Katten

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January 21, 2011

VIA FEDEX

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

Re: In re: UBI liquidating Corp., et al
Case No. 10-13005

Dear Sir/Madam:

Enclosed for filing are six (6) original Proof of Claims regarding the above entitled matter. Also enclosed are six (6) extra copies of the Claims which needs to be conformed and returned to us in the enclosed, postage prepaid envelope.

Thank you for your assistance in this matter, and should you have any questions, please call me at the above listed number.

Very truly yours,



Laura Nefsky
Paralegal

Enclosures: (1) Florin Real Property and Guarantor; (2) Gateway Centre Real Property and Guarantor; (3) Baldwin Hills Real Property and Guarantor

cc: Dustin P. Branch, Esq. (w/o encls.)