
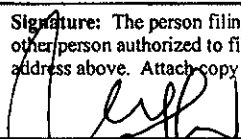



UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor:		Case Number: 10-13005 (KJC)
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may 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): REGENT PARK L L C		<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:  25641046003565 REGENT PARK L L C 463 7TH AVENUE, SUITE 602 NEW YORK, NY 10018		
Name and address where payment should be sent (if different from above): <div style="text-align: right;">Telephone No. 212 947 0612</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.
1. Amount of Claim as of Date Case Filed: \$ 3498 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 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)(____). 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.
2. Basis for Claim: <u>Goods sold</u> (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. 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): \$ _____ (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: 3/4/2011	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.  K.L. Leung Treasurer	
		FOR COURT USE ONLY Urban Brands  00755

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

NORM THOMPSON

PURCHASE ORDER NUMBER

227552

THIS NUMBER MUST APPEAR ON ALL INVOICES, CONTAINERS, ETC.

SHIP TO:

NORM THOMPSON
 JCT of Rte's 6 & 62
 IRVINE, PA 16329 USA
 ASN Fax: 814-563-5204
 ASN Email: jawolbert@blair.com

Date Issued 09/21/10
 Vendor Number 31374
 Terms NET 60 ROG
 Ship Date (NOT BEFORE) 09/21/10
 DO NOT SHIP AFTER 10/01/10

V REGENT PARK
 E LARRY MELZER
 N 463 SEVENTH AVE, STE 602
 D NY NY 10018 USA
 O ATTN: LARRY MELZER
 R

ShipVia Blair 814-726-6431
 Freight COLLECT
 F.O.B. CLIFTON NJ
 COOP NO

SEND INVOICE TO:

ATTN: ACCOUNTS PAYABLE
 NORM THOMPSON OUTFITTERS
 3188 NW ALOCLEK DRIVE
 HILLSBORO OR 97124
 503-614-4600

STYLE	DESCRIPTION	PDCT#	SKU	SIZE	COLOR	QTY	COST	EXT COST
Notes (continued)								
3. For acceptable master carton size, weight, proper folding requirements (garments only), and label information please see vendor manual at http://vendor.nortom.com .								
4. Shipment Paperwork and Contact Info								
Vendors must contact carriers as per the NTO routing guide located on the website http://vendor.nortom.com .								
Vendors must send an electronic 856 ASNs at least 48 hours in advance of the goods arriving at the Orchard Brands DC and Fax BOL to Receiving Clerk 814-563-5204.								
Questions on Vendor Compliance Manual email vendorcompliance@blair.com EDI questions email edisupportnortom@blair.com								
Or - consult vendor manual for specific receiving, compliance or shipping contact information.								

VENDOR LABEL POLYBAG/SKU/FOLDED NO PINS, EXTRA BUTTON FOR BUTTON DOWN SHIRTS								

52 1,716.00

ACCEPTANCE OF THIS ORDER IS BINDING ON US ONLY IF MADE OF THE TERMS STATED HEREIN AND ON THE ATTACHED HEREOF BY SIGNING AND RETURNING AN ACKNOWLEDGEMENT COPY.

Total Qty Total Amount
 Currency Type: US Dollars

Sandra Moore

[Signature]

9/28/10

Authorized By
 Sandra Moore

Terms Accepted By

Shipping Date

Phone: 503-614-4466 Fax: 503-614-4599 Email: smoore@nortom.com

*** IMPORTANT: Please sign and return a copy to the address above or FAX 503-614-4599. ***

463 Seventh Avenue, Suite 602
 New York, NY 10018
 Tel: 212-947-0612 Fax: 212-947-2615
 DUNS # 94466-6379



Y A T O
 The CT Group/Commercial Services, Inc.
 P.O. Box 1036
 Charlotte, NC 28201-1036
 Payment made to any other party does not constitute valid payment of this invoice.

SHIPPED VIA FEDEX-GRD/COLLECT

DATE 11/01/2010 INVOICE NO. 053168

SHIP TO: NORM THOMPSON
 UCT OF RTE'S 6 E 62
 IRVINE, PA

16329 STORE NO. 0001

SOLD TO
 NORM THOMPSON OUTFITTERS
 ATTN: ACCOUNTS PAYABLE
 3188 NW ALOCLEK DRIVE
 HILLSBORO, OR 97124

BILL OF LADING TOTAL CASES 6 TOTAL WEIGHT 126 YOUR ORDER NO. 224839 YOUR DEPT. 040133 OUR ORDER NO. 01 TERMS FOB WISE NET 60 DAYS SISM. NC 60

CARTONS	STYLE	COLOR	DESCRIPTIONS/SIZES	QUANTITY	UNIT PRICE	AMOUNT			
76031N	BLACK RED	FAUX NS	SILK XS	PACKABLE S	STADIUM L	XL M	24 30	33.00 33.00	792.00 990.00

NO RETURNS ACCEPTED OR CLAIMS ACCEPTED 5 DAYS FROM DATE OF RECEIPT OF MERCHANDISE.
 NO RETURNS WILL BE ACCEPTED WITHOUT OUR WRITTEN AUTHORIZATION.

WAREHOUSE: REGENT PARK, LLC

FREIGHT 0.00 TOTAL 1782.00

C/O PORT LOGISTICS GROUP
 125 DELAWANNA AVENUE
 CLIFTON, NJ 07014

GOODS SHIPPED AT CONSIGNEE'S RISK - OUR RESPONSIBILITY CEASES UPON RECEIPT BY THE
 TRANSPORTATION COMPANIES - NO DISCOUNT ALLOWED ON FREIGHT.
 CONTINUING GUARANTEES UNDER FLAMMABLE FABRICS ACT AND TEXTILE FIBRE PRODUCTS
 IDENTIFICATION ACT FILED WITH FEDERAL TRADE COMMISSION.

OFFICE COPY

NORM THOMPSON

PURCHASE ORDER NUMBER

224839

THIS NUMBER MUST APPEAR ON ALL INVOICES, CONTAINERS, ETC.

SHIP TO:

NORM THOMPSON
 JCT of Rte's 6 & 62
 IRVINE, PA 16329 USA
 ASN Fax: 814-563-5204
 ASN Email: jawolbert@blair.com

Date Issued 07/07/10
 Vendor Number 31374
 Terms NET 60 ROG
 Ship Date (NOT BEFORE) 10/29/10
 DO NOT SHIP AFTER 11/05/10

V REGENT PARK
 E LARRY MELZER
 N 463 SEVENTH AVE, STE 602
 D NY NY 10018 USA
 O ATTN: LARRY MELZER
 R

ShipVia Blair 814-726-6431
 Freight COLLECT
 F.O.B. CLIFTON NJ
 COOP NO

SEND INVOICE TO:

ATTN: ACCOUNTS PAYABLE
 NORM THOMPSON OUTFITTERS
 3188 NW ALOCLEK DRIVE
 HILLSBORO OR 97124
 503-614-4600

STYLE	DESCRIPTION	PDCT#	SKU	SIZE	COLOR	QTY	COST	EXT COST

	VENDOR LABEL							
	POLYBAG/SKU/FOLDED							
	NO PINS, EXTRA BUTTON FOR BUTTON DOWN SHIRTS							

REVISED

54 1,782.00

ACCEPTANCE OF THIS ORDER IS BINDING ON US ONLY IF MADE OF THE TERMS STATED HEREIN AND ON THE ATTACHED HEREOF BY SIGNING AND RETURNING AN ACKNOWLEDGEMENT COPY.

Total Qty Total Amount
 Currency Type: US Dollars

Sandra Moore

[Signature]

Authorized By
 Sandra Moore
 Phone: 503-614-4466 Fax: 503-614-4599 Email: smoore@nortom.com

Terms Accepted By

Shipping Date