Exhibit 1

[Schedules to Stalking Horse Asset Purchase Agreement]

Schedule I

Subsidiaries of the Seller which are Selling Entities

A.S. Interactive, Inc. Ashley Stewart Ltd.

Ashley Stewart Management Co., Inc.

Ashley Stewart Woman Ltd.

ASNJ 10, Inc.

Large Apparel of California, Inc. Large Apparel of Connecticut, Inc. Large Apparel of Connecticut, Inc.

Large Apparel of District of Columbia, Inc.

Large Apparel of District of Column Large Apparel of Florida, Inc. Large Apparel of Georgia, Inc. Large Apparel of Illinois, Inc. Large Apparel of Indiana, Inc. Large Apparel of Louisiana, Inc. Large Apparel of Maryland, Inc. Large Apparel of Michigan, Inc. Large Apparel of Mississippi, Inc. Large Apparel of Missouri, Inc.

Large Apparel of New Jersey, Inc.
Large Apparel of New York, Inc.

Large Apparel of North Carolina, Inc.

Large Apparel of Ohio, Inc.

Large Apparel of Pennsylvania, Inc. Large Apparel of South Carolina, Inc. Large Apparel of Tennessee, Inc. Large Apparel of Texas, Inc.

Large Apparel of Virginia, Inc.

Large Apparel of Wisconsin, Inc.

Marianne Ltd.

Marianne USPR, Inc. Marianne VI, Inc.

Metro Apparel of Kentucky, Inc. Metro Apparel of Massachusetts, Inc. Carraizo Alto Apparel Corporation

ASIL 6, Inc.

Church Street Retail, Inc.

Urban Acquisition Corporation of New

Jersey, Inc.

Urban Acquisition Corporation of New

York, Inc.

Urban Brands TM Holding Co.

100% Girls Ltd.

The Essence of Body & Soul, Ltd.

100% Girls of Georgia, Inc.

100 Percent Girls of New Jersey, Inc.

100% Girls of New York, Inc.

Kid Spot Ltd.

Kidspot of Delaware, Inc. Kidspot of Illinois, Inc. Kidspot of Michigan, Inc. Kidspot of New Jersey, Inc.

Kidspot of Ohio, Inc.

Kidspot of Pennsylvania, Inc.

Kidspot of Texas, Inc.

Schedule 1.1(a)

Continuing Stores and Non-Continuing Stores

I. CONTINUING STORES

To be determined and updated by the Buyer prior to Closing.

II. NON-CONTINUING STORES

To be determined and updated by the Buyer prior to Closing.

III. DESIGNATED STORES

To be determined and updated by the Buyer prior to Closing.

Schedule 1.1(b)

Excluded Insurance Policies

1.	All insurance policies related to the Private Edge Plus Package provided by National Union
	including policies and coverage related to Directors & Officers, Employment Practices
	Liability and Fiduciary Liability.

Schedule 1.1(c)

Encumbrances

- 1. The Permitted Encumbrances (as defined in the Loan and Security Agreement, dated September 3, 2004, as heretofore amended, between Bank of America, N.A. (as successor in interest to LaSalle Retail Finance, a Division of LaSalle Business Credit, LLC, as agent for Standard Federal Bank National Association) and certain of the Selling Entities).
- 2. The Permitted Encumbrances (as defined in the DIP Facility).
- 3. The following tax liens and warrants:

Description	Entity	Type of Tax	Jurisdiction	Period	Tax	Interest	Penalty	Total
Warrant	Large Apparel of New York, Inc.	W/H	New York	12/2006	0.00	389.20	7,779.98	8,189.18
Lien	Large Apparel of Maryland, Inc.	W/H	Virginia	Various	931.97	0.00	0.00	931.97

- 4. Liens created in favor of Dell Financial Services in certain computer related equipment and hardware leased to certain of the Selling Entities under that certain Master Lease Agreement with Dell Financial Services.
- 5. Mechanic's lien in favor of Robert J. Baughman, T/A RJB Construction, for work done and materials supplied with reference to demolition and build-out services for the Seller at 7110 Midlothian Turnpike, Richmond, Virginia 23225.

Schedule 1.1(d)

Real Property Leases

[See attached]

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Schedule 2.2

Excluded Assets

- (a) All Cash other than Store-Level Cash;
- (b) All Accounts Receivables related to any executory contract that is not an Assumed Contract or an Assumed Real Property Lease, including the Promissory Note;
- (c) All deposits or other prepayments associated with any assets that are not Acquired Assets;
- (d) All intercompany obligations and other amounts receivable of any Selling Entity owed to it by any other Selling Entity;
- (e) any confidential records, documents or other information relating to Excluded Employees, and any materials containing information about any Excluded Employee or Transferred Employee, disclosure of which would violate applicable Law;
- (f) the Selling Entities' (i) minute books and other corporate books and records relating to their organization and existence, including the Selling Entities' stock records and corporate seal, and the Selling Entities' books and records relating to Taxes of the Selling Entities, including Tax Returns filed by or with respect to the Selling Entities, (ii) records which any of the Selling Entities' are required to retain by applicable Law, and (iii) books, records, information, files, data and plans (whether written, electronic or in any other medium), advertising and promotional materials and similar items relating to any Excluded Assets or Excluded Liabilities; provided, however, that the Buyer shall have the right to make copies of any portions of such books and records related to the Acquired Assets in accordance with Section 7.2(b);
- (g) the Selling Entities' rights under this Agreement and the other Transaction Documents, and all consideration payable or deliverable to the Selling Entities pursuant to the terms and provisions hereof;
- (h) any Contracts of any Selling Entities (including employment Contracts), other than the Assumed Contracts and the Assumed Real Property Leases, together with all prepaid assets relating to Contracts other than the Assumed Contracts and the Assumed Real Property Leases;
- (i) all rights, claims and causes of action of the Selling Entities against
 Persons and all rights of indemnity, warranty rights, rights of contribution, rights to refunds,
 rights of reimbursement and other rights of recovery, including rights to insurance proceeds, of
 the Selling Entities (regardless of whether such rights are currently exercisable), in each case to
 the extent related to Excluded Liabilities or any asset that is not an Acquired Asset;

- (j) all rights, claims and causes of action of the Selling Entities against any director or officer of any Selling Entity but only to the extent of Excluded Insurance Policies and interests in the Excluded Insurance Policies;
- (k) any shares of capital stock or other equity interests of any of the Selling Entities, or any securities convertible into, exchangeable or exercisable for shares of capital stock or other equity interests of any of the Selling Entities;
- (I) any prepaid income Tax, Tax receivable, Tax refund or Tax rebate of a Selling Entity with respect to any period ending on or prior to the Closing;
- (m) any Seller Benefit Plan or any right, title or interest in any assets of or relating thereto, or any assets relating to Excluded Liabilities described in Section 2.4(c) through (e);
- (n) all claims and causes of action that any of the Selling Entities has, including causes of action under of the Selling Entities under Chapter 5 of the Bankruptcy Code (the "Retained Avoidance Actions") other than against landlords, vendors or other counterparties under Assumed Contracts and the Assumed Real Property Leases, Transferred Employees or otherwise arising under or related to the Acquired Assets, including any such causes of action arising under, or available pursuant to, the Bankruptcy Code;
 - (o) all bank and deposit accounts; and
- (p) the deposit, commonly referred to as the Marianne Stores Sale Escrow Deposit, owed to certain of the Selling Entities from the sale of the Marianne stores and all rights and Accounts Receivable related thereto.

Schedule 2.3(g)

Additional Assumed Liabilities

None

Schedule 2.4(i)

Actions

- 1. Gwendolyn Scott-Adams v. Urban Brands Case pending in the Southern District of New York.
- 2. LaShonda Brewer & Tynaisha Hayes v. Urban Brands Case pending in the Supreme Court of the State of New York, Bronx County.
- 3. Natasha Cowart & Kathleen Day v. Urban Brands Matter is with the Massachusetts

 Commission-Against Discrimination.
- 4. Nadage Thomas v. Urban Brands Matter pending before the EEOC in Florida.
- 5. Frances M. Russell v. Urban Brands Matter is with the Ohio Civil Rights Commission.
- 6. Myisha D. James v. Urban Brands Matter pending before EEOC.
- 7. Wells Fargo Bank v. SG USA, Ltd. et al., Cause No. 09-688388, Court of Common Pleas, Cuyahoga County Justice Center, Cleveland, Ohio.
- 8. Urban Brands Inc. v. J. Heather, Inc. and Jill Scott case pending in federal court in the District of New Jersey.
- 9. Sharon Falconer matter with the Pennsylvania Human Relations Commission, currently before EEOC.
- 10. Carmen M. Fortuna v Urban Brands Inc. Civil No FPE 06-1332 (404) Carolina Superior Court, Court of First Instance.
- 11. Erohilda Nieves v. Urban Brands, Inc., Change NO 16H-2008-00581 Miami Office of the Equal Employment Opportunity Commission.
- 12. Vornado Caguas, L.P. v. The New 5-7-9 and Beyond, Inc. d/b/a Marianne; Carraizo Alto Apparel Corp. d/b/a Marianne and Marianne Plus.
- 13. Morales Realty, Inc. v. Franklin Thirty Four Rio Corp; Urban Brands, Inc; Marianne USPR; Marianne PR Four, Inc.; Marianne PR Five, Inc.; Carraizo Alto Apparel Corp.; The New 5-7-9 and Beyond, Inc.
- 14. Sara Green v Urban Brands Case pending in the Supreme Court of the State of New York, County of New York.

Schedule 2.5(b)

Designation Schedule

2.5(b)(i)

A. Non-Real Property Contracts to be assumed:

To be determined and updated by the Buyer prior to Closing.

B. Real Property Leases to be assumed:

To be determined and updated by the Buyer prior to Closing.

2.5(b)(ii)

A. Non-Real Property Contracts to be rejected:

To be determined and updated by the Buyer prior to Closing.

B. Real Property Leases to be rejected:1

To be determined and updated by the Buyer prior to Closing.

¹ These Real Property Leases should be the Real Property Leases associated with the Non-Continuing Stores and the Designated Stores.

Schedule 3.1(a)

Post Closing Purchase Price Adjustment

Schedule 3.1(a) – Adjusted M	inimum Purchase Price Schedule
Closing Date Cost Value of the Inventory	Adjusted Minimum Purchase Price
11,000,000	9,590,000
10,850,000	9,380,000
10,700,000	9,170,000
10,550,000	8,960,000
10,400,000	8,750,000
10,250,000	8,540,000
10,100,000	8,330,000
9,950,000	8,130,000
9,800,000	7,920,000
9,650,000	7,710,000
9,500,000	7,500,000
9,350,000	7,360,000
9,200,000	7,220,000
9,050,000	7,080,000
8,900,000	6,830,000
8,750,000	6,580,000
8,600,000	6,330,000
8,450,000	6,110,000

Adjustments to the Adjusted Minimum Purchase Price shall be handled on a pro rata basis for saleable inventory levels falling between the scheduled inventory levels shown above

Schedule 3.2(a)

Post Closing Purchase Price Adjustment

Saleable Inventory Adjustment

Estimated Closing Date Cost Value of the Inventory	Inventory Change	Estimated Inventory Adjustment
Above 11,000,000		see note below
11,000,000	-	~
10,850,000	-150,000	-236,000
10,700,000	150;000	-236,000
10,550,000	-150,000	-236,000
10,400,000	-150,000	-236,000
10,250,000	-150,000	-236,000
10,100,000	-150,000	-236,000
9,950,000	-150,000	-236,000
9,800,000	-150,000	-247,000
9,650,000	-150,000	-247,000
9,500,000	-150,000	-247,000
9,350,000	-150,000	-247,000
9,200,000	-150,000	-247,000
9,050,000	-150,000	-247,000
8,900,000	-150,000	-247,000
8,750,000	-150,000	-255,000
8,600,000	-150,000	-255,000
8,450,000	-150,000	-255,000
8,300,000	-150,000	-255,000
8,150,000	-150,000	-255,000
8,000,000	-150,000	-255,000
7,750,000	-250,000	-175,000
7,500,000	-250,000	-175,000
7,250,000	-250,000	-175,000
7,000,000	-250,000	-175,000
6,750,000	-250,000	-100,000
6,500,000	-250,000	-100,000
6,250,000	-250,000	-100,000
6,000,000	-250,000	-100,000
5,750,000	-250,000	-100,000
5,500,000	-250,000	-100,000
5,250,000	-250,000	-100,000
5,000,000	-250,000	-100,000
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Note: The estimated inventory adjustments in the schedule above are to be applied cumulatively to the Purchase Price (with such cumulative adjustment being the Estimated Inventory Adjustment Amount) for Estimated Closing Date Cost Value of the Inventory levels between \$11 million and \$5 million.

The estimated inventory adjustments shall be calculated on a *pro rat*a basis for Estimated Closing Date Cost Value of the Inventory levels falling between the scheduled inventory levels shown above. If the Estimated Closing Date Cost Value of the Inventory falls below \$5 million, the adjustments to the Purchase Price will be mutually agreed upon by the Seller and the Buyer, subject to the terms and conditions of this Agreement. If the Estimated Closing Date Cost Value of the Inventory is above \$11 million, the Purchase Price will be increased on a dollar-for-dollar basis.

Cost Factor Adjustment

Cost Factor %	Cost Factor % Change	Cost Factor Adjustment \$\$
33 77%	-	-
33.87%	0.10%	-50,000
33.97%	0.10%	-50,000
34.07%	0.10%	-50,000
34.17%	0.10%	-50,000
34.27%	0.10%	-50,000
34.37%	0.10%	-50,000
34.47%	0.10%	-50,000
34.57%	0.10%	-55,000
34.67%	0.10%	-55,000
34.77%	010%	-55,000
34.87%	010%	-55,000
34.97%	0.10%	-55,000
35.07%	0 10%	-55,000
35.17%	0.10%	-55,000
35.27%	0.10%	-60,000
35.37%	0.10%	-60,000
35.47%	0.10%	-60,000
	0.10%	-60,000
35.57%	0.10%	-60,000
35.67%	0.10%	-60,000
35.77%	0.10%	-60,000
35.87%	0.1070	- · · , ·

Note: The Cost Factor adjustments in the schedule above are to be applied cumulatively to the Purchase Price for Cost Factor % between 33.77% and 35.87% (with such cumulative adjustment being the Cost Factor Adjustment Amount).

Adjustments to the Purchase Price shall be calculated on a pro rata basis for Cost Factors falling between the scheduled Cost Factors shown above.

Schedule 7.1

Exceptions to Conduct of the Business

- 1. Store Location known as Store 421, with an address of 835 W. 115th Street, Chicago, Illinois, as it is scheduled to close and cease operations on September 30, 2010.
- 2. The following store locations as each of the leases associated with such store locations have terminated, unless otherwise noted, and are on a month to month basis.

Store Number	Address	City	State	Termination Date
Store Number 169	1228 Cumberland Mall	Atlanta	GA	1/31/2008
Store Number 183	216 E. 161st Street, Suite #48	Bronx	NY	1/31/2010
Store Number 235	17239 Northwest 27th Avenue	Miami	FL	1/31/2010
Store Number 345	6220 Central Avenue	Seat Pleasant	MD	1/31/2010
Store Number 328	3202 Silas Creek Parkway	Winston Salem	NC	1/31/2010
Store Number 342	7152 Midlothian Turnpike	Richmond	VA	9/1/2010
Store Number 808	488 Fulton Street	Brooklyn	NY	12/31/2010 ²

² Termination date is December 31, 2010, so long as the rent is paid on the first of each month, otherwise it terminates in accordance with the lease and the associated forbearance agreements.

Schedule 7.16

Certain Acquired Assets

1. All Acquired Assets that individually or in the aggregate have a value in excess of \$10,000.

Schedule 7.16(e)

Certain Employees

None, subject to being supplemented and updated by the Buyer prior to Closing.

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Schedule 8.2(g)

Certain Consents

1. All information technology software licenses and Contracts, which are important to the continued operation of the Business, including without limitation the licenses and Contracts with JDA, Lawson and Micros Retail (DataVantage).

SELLER DISCLOSURE SCHEDULE TO THE ASSET PURCHASE AGREEMENT, DATED SEPTEMBER 21, 2010, AMONG URBAN BRANDS, INC., THE OTHER SELLING ENTITIES (AS DEFINED THEREIN), AND NEW ASHLEY STEWART LLC

Section 5.2

<u>Subsidiaries</u>

[See Attached]

Attachment to Seller Disclosure Schedule Section 5.2

Subsidiaries of the Seller

	Subsidiaries	of the Sener		Stock	Stock
	State	State of	Stockholder / Assignee	1 " "	Issued
Yame of Subsidiary	I.D. Number			Authorized	2,000
Ashley Stewart Ltd.	2261711		Urban Brands, Inc.	5,000	100
Church Street Retail, Inc.	1622523	11011 2022	Ashlet Stewart, Ltd.	200	100
Ashley Stewart Management Co., Inc.	2613605		Urban Brands, Inc.	1,500	
ASNJ 10, Inc.	2616596		Ashley Stewart Management Co., Inc.	1,500	100
Ashley Stewart Woman Ltd.	2948850	T) 4 Year 11 444 4	Urban Brands, Inc.	200	200
Large Apparel of Alabama, Inc.	223760624		Ashley Stewart Woman, Ltd.	200	200
Large Apparet of Atabama, inc. Large Apparet of California, Inc.	C-2110163	California	Ashley Stewart Woman, Ltd.	200	200
Large Apparet of Camorina, Inc. Large Apparet of Connecticut, Inc.	0280608	Connecticut	Ashley Stewart Woman, Ltd.	5,000	100
Large Apparet of Connecticut, Inc. Large Apparet of District of Columbia, Inc.	0229646-000	District of Co	Ashley Stewart Woman, Ltd.	200	200
	P98000103380		Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Florida, Inc.	K722882	Georgia	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Georgia, Inc.	2398663	Delaware	Ashley Stewart Woman, Ltd.	5,000	2,10
Large Apparel of Illinois, Inc.					ļ
	2613601	Delaware	Large Apparel of Illinois, Inc.	1,500	
ASIL 6, Inc.	1996111257	Indiana	Ashley Stewart Woman, Ltd.	200	
Large Apparel of Indiana, Inc.	34720403D	Louisiana	Ashley Stewart Woman, Ltd.	200	
Large Apparel of Louisiana, Inc.	03554300D	Maryland	Ashley Stewart Woman, Ltd.	5,000	2,00
Large Apparel of Maryland, Inc.	000040000	Tana Jana Baran			
	2473466	Delaware	Ashley Stewart Woman, Ltd.	2,000	2,00
Large Apparel of Michigan, Inc.	418952	Michigan	Large Apparel of Michigan, Inc.	200	10
Ashley Stewart Apparel Corporation	440847	Michigan	Large Apparel of Michigan, Inc.	200	10
Ashley Stewart Clothing Company, Inc.	00454088	Missouri	Ashley Stewart Woman, Ltd.	200	20
Large Apparel of Missouri, Inc.	687371	Mississippi	Ashley Stewart Woman, Ltd.	200	2.0
Large Apparel of Mississippi, Inc.	0430976	North Caroli	Ashley Stewart Woman, Ltd.	200	20
Large Apparel of North Carolina, Inc.	0100-5374-94		Ashley Stewart Woman, Ltd.	5,000	2,00
Large Apparel of New Jersey, Inc.		New York	Ashley Stewart Woman, Ltd.	5,000	2,00
Large Apparel of New York, Inc.	1629597	Hew TOLK	radicj Otomur I, Junua Zami		
	052455	Ohio	Ashley Stewart Woman, Ltd.	200	20
Large Apparel of Ohio, Inc.	972455	Delaware	Ashley Stewart Woman, Ltd.	2,000) 1(
Large Apparel of Pennsylvania, Inc.	2604966		in Ashley Stewart Woman, Ltd.	200	
Large Apparel of South Carolina, Inc.	25432345-0		Ashley Stewart Woman, Ltd.	200	
Large Apparel of Tennessee, Inc.	0333341	Tennessee	Ashrey Stewart Wollan, Did.		

	0411550 3	Virginía	Ashley Stewart Woman, Ltd.	5,000	2,000
Large Apparel of Virginia, Inc.			Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Wisconsin, Inc.	L030323		Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Texas, Inc.		Texas	Ashley Stewart Woman, Ltd.	200	200
Metro Apparel of Kentucky, Inc.				200	200
Metro Apparel of Massachusett, Inc.			Ashley Stewart Woman, Ltd.	200	200
Kid Spot Ltd.	2925136	Delaware	Urban Brands, Inc.	200	200
Kidspot of Delaware, Inc.	2956355		Kid Spot Ltd.	200	200
Kidspot of Illinois, Inc.	D-6017-243-9	Illinois	Kid Spot Ltd.	200	200
Kidspot of Michgan, Inc.	549303	Micigan	Kid Spot Ltd.		200
Kidspot of New Jersey, Inc.	0100-7603-17	New Jersey	Kid Spot Ltd.	200	
Kidspot of Ohio, Inc.	1080902	Ohio	Kid Spot Ltd.	200	200
Kidspot of Pennsylvania, Inc.	3943-802	Pennsylvania	Kid Spot Ltd.	200	200
Kidspot of Texas, Inc.	01516419	Texas	Kid Spot Ltd.	200	200
100% Girls Ltd.	2948837	Delaware	Urban Brands, Inc.	200	200
Marianne Ltd.	2969840	Delaware	Urban Brands, Inc.	100	100
	2976830	Delaware	Marianne, Ltd.	200	200
Marianne USPR, Inc.	42732	Puerto Rico	Marianne USPR, Inc.	100	100
Carraizo Alto Apparel Corporation	2976833	Delaware	Marianne, Ltd.	200	200
Marianne VI, Inc.	2949428	Delaware	Urban Brands, Inc.	200	200
The Essence of Body & Soul Ltd.	K824142	Georgia	The Essence Body & Soul, Ltd.	200	200
100% Girls of Georgia, Inc.	0100-7499-80		The Essence Body & Soul, Ltd.	200	200
100 Percent Girls of New Jersey, Inc.	2229125	New York	The Essence Body & Soul, Ltd.	200	200
100% Girls of New York, Inc.		Delaware	Urban Brands, Inc.	200	200
Urban Acquisition Corporation of New Jersey, Inc.	3014945	<u> </u>	Urban Brands, Inc.	200	200
Urban Acquisition Corporation of New York, Inc.	2460842	New York	Urban Brands, Inc.	200	200
Urban Brands TM Holding Co.	3241254	Delaware	Urban Brands, Inc.	200	200
A.S. Interactive, Inc.	4491844	Delaware	Utvan Dranus, and		<u>.L</u>

Section 5.4(a)

No Violation; Consents

Section 5.4(b)

No Violation; Consents

Section 5.5

Legal Proceedings and Orders

- 1. Gwendolyn Scott-Adams v. Urban Brands Case pending in the Southern District of New York.
- 2. LaShonda Brewer & Tynaisha Hayes v. Urban Brands Case pending in the Supreme Court of the State of New York, Bronx County.
- 3. Natasha Cowart & Kathleen Day v. Urban Brands Matter is with the Massachusetts Commission Against Discrimination.
- 4. Nadage Thomas v. Urban Brands Matter pending before the EEOC in Florida.
- 5. Frances M. Russell v. Urban Brands Matter is with the Ohio Civil Rights Commission.
- 6. Myisha D. James v. Urban Brands Matter pending before EEOC.
- 7. Wells Fargo Bank v. SG USA, Ltd. et al., Cause No. 09-688388, Court of Common Pleas, Cuyahoga County Justice Center, Cleveland, Ohio.
- 8. Urban Brands Inc. v. J. Heather, Inc. and Jill Scott case pending in federal court in the District of New Jersey.
- 9. Sharon Falconer matter with the Pennsylvania Human Relations Commission, currently before EEOC.
- 10. Carmen M. Fortuna v Urban Brands Inc. Civil No FPE 06-1332 (404) Carolina Superior Court, Court of First Instance.
- 11. Erohilda Nieves v. Urban Brands, Inc., Change NO 16H-2008-00581 Miami Office of the Equal Employment Opportunity Commission.
- 12. Vornado Caguas, L.P. v. The New 5-7-9 and Beyond, Inc. d/b/a Marianne; Carraizo Alto Apparel Corp. d/b/a Marianne and Marianne Plus.
- 13. Morales Realty, Inc. v. Franklin Thirty Four Rio Corp; Urban Brands, Inc; Marianne USPR; Marianne PR Four, Inc.; Marianne PR Five, Inc.; Carraizo Alto Apparel Corp.; The New 5-7-9 and Beyond, Inc.
- 14. Sara Green v Urban Brands Case pending in the Supreme Court of the State of New York, County of New York.

Section 5.6

Compliance with Law

Section 5.8(a)

Benefit Plans; Employees; and Employment Practices

Solely with respect to approximately three (3) employees and for the duration of applicable severance periods, in accordance with certain severance agreements, the Seller or Selling Entities provide post-employment (1) medical insurance or coverage with CIGNA, (2) dental insurance or coverage with Delta Dental, (3) vision insurance or coverage with VSP and (4) prescription drug benefits.

Section 5.8(b)

Benefit Plans; Employees; and Employment Practices

The Seller has a former employee previously covered under prior health and wealth plans who subsequent to his termination remained on the Seller's current health and welfare plans. The Seller is reviewing this former employee's eligibility to remain covered under the current health and welfare plans.

Section 5.8(c)

Benefit Plans; Employees; and Employment Practices

Section 5.8(e)

Benefit Plans; Employees; and Employment Practices

Section 5.9(a)(i)

Contracts

Section 5.9(b)

Contracts

[List of notices received by Selling Entities for breaches of Non-Real Property Contracts and Real Property Leases, and a list of Non-Real Property Contracts and Real Property Leases for which Seller is in breach will be provided to Buyer on or prior to the date of the hearing with respect to the Bidding Procedures Order]

Section 5.10(a)

Intellectual Property

[See attached]

Urban Brands, Inc.

Page 1 3/3/2010 Printed: Trademark Image Report STATUS CLASSES REG# REGDT APPL# FILED REFERENCE# COUNTRY 100% GRLS ABANDONED 025,035 12/7/1999 2,298,918 3/25/1998 75/457,065 T32361US00 UNITED STATES 025 - children's clothing, namely pants, shirts, dresses, Jackets, socks, footwear, gloves and mittens; and underwear, namely underpants and undershirts 035 - retail clothing store services ARE YOU THE NEXT GREAT WOMAN OF STYLE? 035 REGISTERED 3,063,310 2/28/2006 3/4/2005 78/580,410 T32320US00 UNITED STATES 035 - retail store and online retail store services in the field of women's apparel and accessories ASHLEY STEWART 025 REGISTERED 623818 9/4/2008 623818 9/4/1998 T32291MX00 MEXICO 025 - Articles of clothing including lingerie, suits, dresses, blazers, pantyhose, pants, shirts, blouses, jackets, jogging suits, socks, sweaters and shoes. 042 REGISTERED 9/4/2008 649966 9/4/1998 649966 T32291MX01 **MEXICO** 042 - Wholesale, distribution and retail services including retail store services in connection with jewelry, watches, cosmetics, fragrances and apparel. PENDING 006.014.020 5/14/2001 76/257,526 T32291US00 UNITED STATES 021,024,027 035 006 - metal curtain rings 014 - clocks, watches, watch bands, candlesticks of precious metal, candle rings of precious metal, napkin rings of precious metal 020 - home furnishings, namely, pillows, picture frames; non-metal curtain rings; curtain rods; window blinds; clothes hangers; coat hangers; magazine racks; mirrors; fitted slip covers; window shades 021 - home furnishings, namely, wastepaper baskets, facial tissue holders, toilet tissue holders, paper towel holders; plastic bath racks; flower baskets; wicker baskets; fitted plonic baskets; candlesticks not of precious metal; candle rings not of precious metal; napkin rings not of precious 024 - handkerchiefs, bed linens, namely, comforters, pillow cases, sheets, mattress covers, mattress liners, blankets, bed spreads, pillow shams; bath room linens, namely, towels, wash cloths and fabric bath mats; home linens, namely, kitchen towels, dish washing cloths, window curtains, window drapes; fabric shower curtains; plastic shower curtains; non-fitted cushion covers 027 - home fumlshings, namely, area rugs and carpeting; plastic or rubber bath mats 035 - retail store services in the fields of personal care products, linens, and home furnishings 020 PENDING 10/25/2001 76/330,074 UNITED STATES T32291US01 020 - furniture, namely, tables, chairs, couches, beds, cabinets, dressers, desks 018,026 REGISTERED 3,076,982 4/4/2006 75/982.187 5/14/2001 UNITED STATES T32291US02 018 - handbags, purses, and wallets 026 - buttons and ornamental novelty pins REGISTERED 014,025,042 3/25/1997 2,046,868 10/28/1992 74/326,589 T32291US03 UNITED STATES 025 - women's clothing; namely, lingerie, suits, dresses, blazers, panty hose, pants, shirts, blouses, jackets, jogging suits, socks and sweaters

042 retail store services in connection with women's apparel

2 3/3/2010 Page Printed: Trademark Image Report CLASSES STATUS REG# REGDT APPL# REFERENCE# FILED COUNTRY ASHLEY STEWART continued . . . 003 3/27/2001 2,438,806 ABANDONED 75/383,329 T32291US04 11/3/1997 UNITED STATES 003 - personal care products for the hair, skin and nails, cosmetics and fragrances, namely, perfume, eau de perfume, eau de cologne, toilet water, pre-shave and after shave lotions; perfumed body oil and lotlon, bath oil; talcum powder, toilet and beauty soaps; preparations for the face and body, namely, skin cleansing and moisturizing creams, balms, milks, gels, emulsions, lotions, and creams; lip lotion and cream; hand lotion and cream; foundation creams and cover base; beauty and facial masks, gels and packs; day and night creams; eye-wrinkle creams and sticks; sun care preparations, namely, sun cream, sun milk, sun oil and after-sun liquids; spray, liquid or powder personal deodorants and antiperspirants; eye makeup, face makeup, and cover sticks; liquid, cream, get or powder rouges and blushes; lipstick, lip gloss, lip shine, lip balm creams and sticks; essential oils and ambergris for use in making perfumes and/or cosmetics; preparations for the hair, namely, shampoo, conditioner, rinse, dressing and hair treatment lotions, hair oils, tonics and pomades, hair sprays; nail enamel, nail hardeners, nail polish, nail polish base coat, nail polish remover, nall polish top coat, nail strengtheners, pre-moistened cosmetic tissues, wipes and towelettes; denture cleaning preparations, dentifrices, dental gels, toothpastes, depilatories 003 PROPOSED T32291US05 UNITED STATES 003 - personal care products for the hair, skin and nails, cosmetics and fragrances, namely, perfume, eau de perfume, eau de cologne, toilet water, pre-shave and after shave lotions; perfumed body oil and lotion, bath oil; talcum powder, toilet and beauty soaps; preparations for the face and body, namely, skin cleansing and moisturizing creams, balms, milks, gels, emulsions, lotions, and creams; lip lotion and cream; hand lotion and cream; foundation creams and cover base; beauty and facial masks, gels and packs; day and night creams; eye-wrinkle creams and sticks; sun care preparations, namely, sun cream, sun milk, sun oil and after-sun liquids; spray, liquid or powder personal deodorants and antiperspirants; eye makeup, face makeup, and cover sticks; liquid, cream, gel or powder rouges and blushes; lipstick, lip gloss, lip shine, lip balm creams and sticks; essential oils and ambergris for use in making perfumes and/or cosmetics; preparations for the hair, namely, shampoo, conditioner, rinse, dressing and hair treatment lotions, hair oils, tonics and pomades, hair sprays; nail enamel, nail hardeners, nail polish, nail polish base coat, nail polish remover, nail polish top coat, nail strengtheners, pre-moistened cosmetic tissues, wipes and towelettes; denture cleaning preparations, dentifrices, dental gels, toothpastes, depilatories Ashley Stewart presents the Butterfly by Jill Scott 025 PENDING 1/30/2008 77/383,916 UNITED STATES T34504US00 025 - women's clothing, namely, lingerie Ashley Stewart presents the Butterfly inspired by Jill Scott PENDING 025 1/30/2008 77/383,909 T34503US00 UNITED STATES 025 - women's clothing, namely, lingerie Butterfly - Inspired by Jill Scott for Ashley Stewart 025 PENDING 1/30/2008 77/383,898 T34500US00 UNITED STATES 025 - women's clothing, namely, lingerie **Butterfly by Ashley Stewart** 025 PENDING 1/30/2008 77/383,905 T34502US00 UNITED STATES 025 - women's clothing, namely lingerie

025

PENDING

UNITED STATES T34501US00 1/30/2008 77/383,903

Butterfly by Jill Scott

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UNITED STATES	T32362US00	11/1/2001	76/332,927	9/3/2002	2,615,171	e rajunt specifyel yn de fan de f	CLOSED		036
035 - Retail clott	ning store services	eknisson eta esik saya septemban termenden herropak tilaseti (s. esik se ete ett	until tipe, a like safer, miller puis hiller på rume, deten statenskallen d	and the second s	_{ra} la _{ks} am (nggawa sasahiyasanananana 1949- aa d		and an annual part we come the	and proposition physical space, respect which the	
URBAN BRAN	NDS								
UNITED STATES	T32360US00		75/413,469	8/5/2003	2,747,468		REGISTER	ED .	03
035 - business i	management, consultat	tion, planning and	supervision servic	ces in the area of	retail establisi		gat kali <u>anda sayaya ya da</u> n kali a sana sa ka sa sa ka sa		-
			END OF REPOR	रा		TOTA	L ITEMS SELE	CTED =	2

Client/Matter No	Status	Country	Property Type	Application No. Filing Date	Pat/Reg No. Registration Date	Responsible Attorneys
Title/Trademark Client Reference			Sub Type			
135033-3013 ASHLEY SPORT (Published & DESIGN	United States of America	Trademark	76/70148 6 2/4/2010		Sickler, Jennifer S. Lechner-Fish, Teresa

Owner:

Urban Brands Inc.

25 Classes:

Goods/Services: 25 -

25 - Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and

Remarks:

7/9/10: Postcard receipt dated 7/6/10 received

Pending 135033-3014 ASHLEY SPORT(WORD)

United States of America

Trademark

76/701488 2/4/2010

Sickler, Jennifer S. Lechner-Fish, Teresa

Owner:

Urban Brands Inc.

Goods/Services: 25 - Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and

hats

Remarks:

Print Date:

9/14/2010

Client/Matter No	Status	Country	Property Type	Application No. Filing Date	Pat/Reg No. Registration Date	Responsible Attorneys
Title/Tradema Cljent Reference	rk		Sub Type			And the second s
135033-3018 A LUX & DESIGN	Pending	United States of America	Trademark	76/702021 3/12/2010		Sickler, Jennifer S. Lechner-Fish, Teresa



Owner:

Urban Brands, Inc

14.26.35

Goods/Services: 14 - Jewelry, namely, earrings, necklaces, rings, pendants, brooches, toe rings, bracelets, cuff links, and hair ornaments Classes:

35 - Retail store services in the field of women's jewelry

26 - Hair ornaments

Remarks:

135033-7002

Pending ASHLEY SPORT (word)

Mexico

Trademark

1109581 8/4/2010 Sickler, Jennifer S.

Owner:

Urban Brands, Inc

Goods/Services: 25 - Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and

Remarks:

Print Date:

9/14/2010

Client/Matter No Title/Trademar Client Reference 135033-7003 ASHLEY SPORT (de	Pending		Country Mexico	Property Type Sub Type Trademark	Application No. Filing Date 1109583 8/4/2010	Pat/Reg No. Registration Date	Responsible Attorneys Sickler, Jennifer S.
		Classes: Goods/Services:	Urban Brands, Inc 25 25 - 25 - Clothing and active wear,namely, sw hats	veat pants, sweat shirts, yoga	pants, sport shirts, spor	rt shorts, sport pants, jacke	ets, socks, tights, sports bras, and
135033-7004 ASHLEY SPORT	Pending		Canada	Trademark	1490775 7/30/2010		Sickler, Jennifer S. Lechner-Fish, Teresa
		Owner: Classes: Goods/Services: Remarks:	Urban Brands, Inc Clothing and active wear, namely, sw hats Clothing and active wear, namely, sw hats	reat pants, sweat shirts, yoga reat pants, sweat shirts, yoga	pants, sport shirts, spor pants, sport shirts, spor	t shorts, sport pants, jacke t shorts, sport pants, jacke	ts, socks, tights, sports bras, and ts, socks, tights, sports bras, and

Client/Matter No Status	Country	Property Type	Application No. Filing Date	Pat/Reg No. Registration Date	Responsible Attorneys
Title/Trademark		Sub Type		·	
Client Reference	Canada	Trademark	1490774		Sickler, Jennifer S. Lechner-Fish, Teresa
135033-7005 Pending ASHLEY SPORT & DESIGN			7/30/2010		



Pending 135033-7006 A LUX & DESIGN

Owner:

Urban Brands, Inc

Goods/Services: -- Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and

Remarks:

Canada

Trademark

Sickler, Jennifer S. Lechnor-Fish, Teresa

Owner:

Urban Brands, Inc

Goods/Services: -- Jewelry, namely, carrings, necklaces, rings, pendants, brooches, toe rings, bracelets, cuff links, and hair ornaments

Remarks:

Print Date:

9/14/2010

Client/Matter No Status	Country	Property Type	Application No. Filing Date	Pat/Reg No. Registration Date	Responsible Attorneys
Title/Trademark Client Reference 135033-7007 Pending A LUX & DESIGN	Mexico	Sub Type Trademark	1119011 9/10/2010	:	Sickler, Jennifer S. Lechner-Fish, Teresa

Owner:

Urban Brands, Inc

Classes:

Goods/Services: 14 - Jeweiry, namely, earrings, necklaces, rings, pendants, brooches, toe rings, bracelets, cuff links

Remarks:

135033-7008 A LUX & DESIGN Pending.

Mexico

Trademark

1119009 9/10/2010

Sickler, Jennifer S. Lechner-Fish, Teresa

Owner:

Urban Brands, Inc.

2б

Classes:

Goods/Services: 26 - Hair ornaments

Remarks:

Print Date:

9/14/2010

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	<u> </u>	Property Type	Application No.	Pat/Reg No.	Responsible
Client/Matter No Status	Country		Filing Date	Registration Date	Attorneys
Title/Trademark		Sub Type			Sickler, Jennifer S.
Client Reference	Mexico	Trademark	1119010		Lechnor-Fish, Teresa
135033-7009 Pending	14102100		9/10/2010		Hedinion 1 1014
a Lux & design					

Owner:

Urban Brands, Inc

Classes:

Goods/Services: 35 - Retail store services in the field of women's jewelry

Remarks:

Print Date:

9/14/2010



United States Patent and Trademark Office

United States department of commerce United States Patent and Trademark Office Addres: COMMISSIONER FOR PATENTS P.O. Box 1450 Almendria Virinia 22313-1450 oxondria, Vapinia 27313-1450 rwimpio gov

IND CLAIMS GRP ART FILING or APPLICATION ATTY.DOCKET.NO fil fee rec'd 371(c) DATE UNIT NUMBER 53 P30834US00 2936 12/228,073 02/08/2008

CONFIRMATION NO. 5568

UPDATED FILING RECEIPT

28381 ARNOLD & PORTER LLP ATTN: IP DOCKETING DEPT. 555 TWELFTH STREET, N.W. **WASHINGTON, DC 20004-1206**

Date Mailed: 06/30/2009

Receipt is acknowledged of this non-provisional patent application. The application will be taken up for examination in due course. Applicant will be notified as to the results of the examination. Any correspondence concerning the application must include the following identification information: the U.S. APPLICATION NUMBER, FILING DATE, NAME OF APPLICANT, and TITLE OF INVENTION. Fees transmitted by check or draft are subject to collection. Please verify the accuracy of the data presented on this receipt. If an error is noted on this Filing Receipt, please submit a written request for a Filing Receipt Correction. Please provide a copy of this Filing Receipt with the changes noted thereon. If you received a "Notice to File Missing Parts" for this application, please submit any corrections to this Filing Receipt with your reply to the Notice. When the USPTO processes the reply to the Notice, the USPTO will generate another Filing Receipt Incorporating the requested corrections

Applicant(s)

Melfi Maria Jimenez, Secaucus, NJ;

Jill Scott, Philadelphia, PA;

Power of Attorney: The patent practitioners associated with Customer Number 28381

Domestic Priority data as claimed by applicant

Foreign Applications

If Required, Foreign Filing License Granted: 02/25/2008

The country code and number of your priority application, to be used for filing abroad under the Paris Convention, is US 12/228.073

Projected Publication Date: 10/08/2009

Non-Publication Request: No Early Publication Request: No

Title

Brassiere

Preliminary Class

PROTECTING YOUR INVENTION OUTSIDE THE UNITED STATES

Since the rights granted by a U.S. patent extend only throughout the territory of the United States and have no effect in a foreign country, an inventor who wishes patent protection in another country must apply for a patent page 1 of 3

in a specific country or in regional patent offices. Applicants may wish to consider the filing of an international application under the Patent Cooperation Treaty (PCT). An international (PCT) application generally has the same effect as a regular national patent application in each PCT-member country. The PCT process simplifies the filling of patent applications on the same invention in member countries, but does not result in a grant of "an international patent" and does not eliminate the need of applicants to file additional documents and fees in countries where patent protection is desired.

Almost every country has its own patent law, and a person desiring a patent in a particular country must make an application for patent in that country in accordance with its particular laws. Since the laws of many countries differ In various respects from the patent law of the United States, applicants are advised to seek guidance from specific foreign countries to ensure that patent rights are not lost prematurely.

Applicants also are advised that in the case of inventions made in the United States, the Director of the USPTO must issue a license before applicants can apply for a patent in a foreign country. The filing of a U.S. patent application serves as a request for a foreign filing license. The application's filing receipt contains further information and guidance as to the status of applicant's license for foreign filling.

Applicants may wish to consult the USPTO booklet, "General Information Concerning Patents" (specifically, the section entitled "Treaties and Foreign Patents") for more information on timeframes and deadlines for filing foreign patent applications. The guide is available either by contacting the USPTO Contact Center at 800-786-9199, or it can be viewed on the USPTO website at http://www.uspto.gov/web/offices/pac/doc/general/index.html.

For information on preventing theft of your intellectual property (patents, trademarks and copyrights), you may wish to consult the U.S. Government website, http://www.stopfakes.gov. Part of a Department of Commerce initiative, this website includes self-help "toolkits" giving innovators guidance on how to protect intellectual property in specific countries such as China, Korea and Mexico. For questions regarding patent enforcement issues, applicants may call the U.S. Government hotline at 1-866-999-HALT (1-866-999-4158).

LICENSE FOR FOREIGN FILING UNDER

Title 35, United States Code, Section 184

Title 37, Code of Federal Regulations, 5.11 & 5.15

GRANTED

The applicant has been granted a license under 35 U.S.C. 184, if the phrase "IF REQUIRED, FOREIGN FILING LICENSE GRANTED" followed by a date appears on this form. Such licenses are issued in all applications where the conditions for issuance of a license have been met, regardless of whether or not a license may be required as set forth in 37 CFR 5.15. The scope and limitations of this license are set forth in 37 CFR 5.15(a) unless an earlier license has been issued under 37 CFR 5.15(b). The license is subject to revocation upon written notification. The date indicated is the effective date of the license, unless an earlier license of similar scope has been granted under 37 CFR 5.13 or 5.14.

This license is to be retained by the licensee and may be used at any time on or after the effective date thereof unless it is revoked. This license is automatically transferred to any related applications(s) filed under 37 CFR 1.53(d). This license is not retroactive.

The grant of a license does not in any way lessen the responsibility of a licensee for the security of the subject matter as imposed by any Government contract or the provisions of existing laws relating to espionage and the national security or the export of technical data. Licensees should apprise themselves of current regulations especially with respect to certain countries, of other agencies, particularly the Office of Defense Trade Controls, Department of State (with respect to Arms, Munitions and Implements of War (22 CFR 121-128)); the Bureau of Industry and Security, Department of Commerce (15 CFR parts 730-774); the Office of Foreign AssetsControl, Department of Treasury (31 CFR Parts 500+) and the Department of Energy.

NOT GRANTED

No license under 35 U.S.C. 184 has been granted at this time, if the phrase "IF REQUIRED, FOREIGN-FILING-LICENSE GRANTED" DOES NOT appear on this form. Applicant may still petition for a license under 37 CFR 5.12, if a license is desired before the expiration of 6 months from the filling date of the application. If 6 months has lapsed from the filling date of this application and the licensee has not received any indication of a secrecy order under 35 U.S.C. 181, the licensee may foreign file the application pursuant to 37 CFR 5.15(b).



United States Patent and Trademark Office

United States department of commerce United States Patent and Trademark Office Address COMMISSIONER FOR PATENTS P.O. Box 1430 Alkundia, Virginia 22313-1430 www.mobusev

					i i	1	
APPLICATION	FILING or 371(c) DATE	GRP ART UNIT	PIL PEE REC'D	ATTY,DOCKET.NO	TOT CLAIMS	IND CLAIMS	
NUMBER			2936	P30834US01	53	1	
12/367,504	02/07/2009	3765	2730		CONFIRMATION	NO. 1045	

CONFIRMATION NO. 1045

UPDATED FILING RECEIPT

28381 ARNOLD & PORTER LLP ATTN: IP DOCKETING DEPT. 555 TWELFTH STREET, N.W. WASHINGTON, DC 20004-1206

Date Mailed: 06/30/2009

Receipt is acknowledged of this non-provisional patent application. The application will be taken up for examination In due course. Applicant will be notified as to the results of the examination. Any correspondence concerning the application must include the following identification information: the U.S. APPLICATION NUMBER, FILING DATE, NAME OF APPLICANT, and TITLE OF INVENTION. Fees transmitted by check or draft are subject to collection. Please verify the accuracy of the data presented on this receipt. If an error is noted on this Filling Receipt, please submit a written request for a Filling Receipt Correction. Please provide a copy of this Filling Receipt with the changes noted thereon. If you received a "Notice to File Missing Parts" for this application, please submit any corrections to this Filing Receipt with your reply to the Notice. When the USPTO processes the reply to the Notice, the USPTO will generate another Filing Receipt incorporating the requested corrections

Applicant(s)

Melfi Maria Jimenez, Secaucus, NJ;

Jill Scott, Philadelphia, PA;

Power of Attorney: The patent practitioners associated with Customer Number 28381

Domestic Priority data as claimed by applicant

Foreign Applications

EUROPEAN (EU) OFFICE FOR HARMONIZATION I 984505-0001 08/08/2008 EUROPEAN (EU) OFFICE FOR HARMONIZATION I 984505-0002 08/08/2008

If Required, Foreign Filing License Granted: 02/18/2009

The country code and number of your priority application, to be used for filing abroad under the Paris Convention, is US 12/367,504

Projected Publication Date: 02/11/2010

Non-Publication Request: No

Early Publication Request: No



Title

Brassiere

Preliminary Class

450

PROTECTING YOUR INVENTION OUTSIDE THE UNITED STATES

Since the rights granted by a U.S. patent extend only throughout the territory of the United States and have no effect in a foreign country, an inventor who wishes patent protection in another country must apply for a patent in a specific country or in regional patent offices. Applicants may wish to consider the filing of an international application under the Patent Cooperation Treaty (PCT). An international (PCT) application generally has the same effect as a regular national patent application in each PCT-member country. The PCT process simplifies the filing of patent applications on the same invention in member countries, but does not result in a grant of "an international patent" and does not eliminate the need of applicants to file additional documents and fees in countries where patent protection is desired.

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Title 37, Code of Federal Regulations, 5.11 & 5.15

GRANTED

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page 2 of 3

set forth in 37 CFR 5.15. The scope and limitations of this license are set forth in 37 CFR 5.15(a) unless an earlier license has been issued under 37 CFR 5.15(b). The license is subject to revocation upon written notification. The date indicated is the effective date of the license, unless an earlier license of similar scope has been granted under 37 CFR 5.13 or 5.14.

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The grant of a license does not in any way lessen the responsibility of a licensee for the security of the subject matter as imposed by any Government contract or the provisions of existing laws relating to espionage and the national security or the export of technical data. Licensees should apprise themselves of current regulations especially with respect to certain-countries, of other agencies, particularly the Office of Defense Trade Controls, Department of State (with respect to Arms, Munitions and Implements of War (22 CFR 121-128)); the Bureau of Industry and Security, Department of Commerce (15 CFR parts 730-774); the Office of Foreign AssetsControl, Department of Treasury (31 CFR Parts 500+) and the Department of Energy.

NOT GRANTED

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Section 5.10(b)

Intellectual Property

See Item 2 in Section 5.10(c) of this Seller Disclosure Schedule.

Section 5.10(c)

Intellectual Property

- 1. Urban Brands filed an application (the "Application") with the US Patent & Trademark office for use of a mark (goods and services category) for which the Application is being contested by Ashley Furniture Industries, Inc. ("Ashley Furniture").
- 2. Urban Brands Inc. v. J. Heather, Inc. and Jill Scott. Case is pending in federal court in the District of New Jersey.

Section 5.11(a)

Taxes

- 1. Tax Returns related to the tax liens and warrants listed as Item 3 on Schedule 1.1(c) (Encumbrances) to the Agreement.
- 2. Tax Returns related to the Tax audits in progress and disclosed in the attached summary.

	Projected Accruai	╁			0				***************************************	135,512	27,581			0 163,093	
	8	Total Ass			,000	905,250,1				189,895	81,000	_		1,903,401	
		Penalty				49,342				6,735	000'6			720'59	
		Potential Assessment				596,328				9 73,941	0 12,000			682,269	
	,	Tax				986,836				109,219	900'09	Line-		1,156,055	
Attachment to Seller Disclosure Schedule Section 5.11(a) Summary of Tax Audits in Frogress for Urban Brands, Inc. and its Subsidiaries		Andit Exues				Interest Addback und AMA	THE REPORT OF THE PROPERTY OF		Anna and the state of the state	Ties Tow . Fixed A seeds Expense Acets	Item Tan - Fixed Acarle Expense Acals	030 144 151 151 151 151 151 151 151 151 151	***************************************		
to Seller Disclosure Schedule Settlon 5.11(a) is in Progress for Urban Brands, Inc. and its		Audit	Status			Disagree					e de la constante de la consta	In Mogress			
Attachment to Seller Dis f Tax Audits in Propress		Staute of	Limitations			12/31/2010					12/31/2010	N/A			
Altac Summary of Tox	The state of the s	Next Scheduled	Арроіпітелі	- Livery - L		Auditor provided explanations for adjustments				Third party pursuing various sales tax credits. Due to amnesty credits needed	to be part of audit to be eligible.	Auditor preparing workpapers.			
			Audit Perrod			FYE 1/03 - 1/05					1/01/00 - 6/30/01	2/01/04 - 1/31/08			
		and the same of th	Junsdiction			Nevi Jersey					New Jersey	Ohio			
			Сотралу	 come Tax		n Brands		ales and Use Fax		100	an Brands	ge Apparel of OH			E .

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Section 5.11(b)

Taxes

- 1. See disclosures set forth in <u>Section 5.11(a)</u> of this Seller Disclosure Schedule.
- 2. Approximately \$825,000 in sales and use Taxes relating to the period prior to the date of the Agreement are either currently due and owing or will become due and owing to various Governmental Authorities in the ordinary course of business.

Section 5.14

<u>Permits</u>

Nothing to set forth.

Section 5.17

Banks

[See attached]

	Attachm	Attachment to Seller Disclosure Schedule Section 5.17 Selling Entitles' Banks			4
	THANKS	BANKADDRESS		T	Authorized respons
BANK	ACCOUNT INDIAN	100 FEDERAL ST.	BOSTON, MA, 02110	Store Depository Account	Tressurer
BANK OF AMERICA	TANCE ADDANCE OF LOUISIANA	201 ST. CHARLES AVE 29th FLOOR	NEW ORLEANS, LA 70170	Store Depository Account	Teasures
CAPITAL UNB	1 ADGE APPARET OF ILLINOIS	_	ORLAND PARK, IL 60462	Store Depository Account	Treasurer
MAKCOETTE BANK		PO BOX 260180	BATON ROUGE, LA 70826-0180	Store Depository Account	Traseiler
STATE OF STATES	ASHLEY STEWART 120	FO BOX 42001	PROVIDENCE, IL UZSAV-2001	Store Describer Account	Treasurer
CHAIN ON DE CINE	ASHLEY STEWART LTD	3550 DONELL DR.	FOREST VILLE, MD 20/4/	Store Describer Account	Treasurer
WACHOVIA	ASHLEY STEWART	PO BOX 563966	CHARLOITE, NC 28,202-3905	State Depository Decount	
NAU SIGUALI	LARGE APPAREL OF ILLINOIS	PO BOX 94033	PALATINE, IL 60094-4033	Store Depository Account	Trassurer
With Control		0231 NOE CE	COLUMBUS OH 43216-1558	Store Depository Account	Treasurer
HUNTINGTON BANK	LARGE APPAREL OF OHIO ASHLEY STEWART LID	TO BOX 1538 2865 ALABAMA AVE. SE	WASHINGTON, DC 20020	Store Depository Account	Treasurer
11 C 1 C 1 C 1 C 1 C 1 C 1 C 1 C 1 C 1			10186 NT SHOWAY	Store Depository Account	Treasurer
FIRST TENNESEE BANK	LARGE APPAREL OF TENNESSEE	PO BOX 34	FAST PROVIDENCE, RI 02915	Store Depository Account	Treasurer
SOVEREIGN BANK	LARGE APPAREL OF PENNS YLV ANIA	PO BOX 22114	ALBANY, NY 12201-2114	Stare Depastiony Account	Treasurer
KEY BANK	1.ARGE APPAREL OF ILLINOIS	6111 NORTH RIVER ROAD	ROSEMONT, IL, 60018	Store Depository Account	Treasure
ROYAL BANK OF MISSOURI	ASHLBY S	8021 OLIVE BOULEVARD	ST LOUIS, MISSOURI 63135	Store Depository Account	Treasurer
GATEWAY NATL (now Central Bank of KC)	LARG	3412 NOKLH UNION BEAM.			
	Tell (Ospite and range and range)	PO BOX 419226	KANSAS CITY, MO 64141-6226	Stare Depository Account	Treasurer
UMB BANK	I APCH APPAREL OF CALIFORNIA	PO BOX 26892	SAN FRANCISCO, CA 94126-6892	Store Depository Account	Treatific
CITIBANK	CAPORT APPAREL OF OHIO	PO BOX 1800	ST. PAUL, MN 55101-0800	Store Departiery Account	A I CASALLES
U.S. BANK		FO BOX 6995	PORTLAND, OR 97228-6995	Store Depository Account	Tracurer
WELLS FARGO	LARGE APPAREL OF OHIO	PO BOX 630900	CINCINNATI, OH 45265-U900	Store Depository Account	Treasurer
BANCO POPULAR	MARIANNE VI INC.	PO BOX 362708	SAN JUAN, PK. WASSELIOS	Store Depository Account	Treasurer
SHOREBANK	LARGE APPAREL OF ILLINOIS	7054 S. JEFFERY BLVD.	ST ANN MO 63074	Store Depository Account	Treasurer
REGIONS BANK	LARGE APPAREL OF MISSOURI	10449 SA. CHARLES ROCK FOR.			
TRUSTMARK	LARGE APPAREL OF MISSISSIPPI	SO GOODMAN RD.	SOUTHAVEN, MS 38671	Store Depository Account	Treasurer
	OHIO HO MAYANT AND TO	PO BOX 609	PITTSBURG, PA 15230-9738	Store Depository Account	Treasurer
PNCBANK	LARGE AFFAREL OF OTHO	530 WALNUT STREET	PHILADELPHIA, PA 19106	Store Depository Account	Treasurer
BENBEICIAL, SAVINGS BANK		101 HADDONFIELD RD.	CHERRY HILL NJ 08002	Store Depository Account	Treasurer
AT IANT BANK		PO BOX 1237	ALEXANDER CITY, AL JSUIT-1237	Store Depository Account	Treasurer
CHEVY CHASB BANK		6200 CHEVY CHASE DR.	VATE WATER WI \$1201-2045	Store Depository Account	Treasurer
M&I BANK	LARGE APPAREL OF WISCONSIN	PO BOX 2045	GARY IN 46408	Store Depository Account	Treasurer
FIRST MIDWEST BANK	LARGE APPAREL OF INDIANA	POR REDGENOUS	ELMHURST, 1L 60126-0419	Store Depository Account	Treasurer
SUBURBAN BANK & TRUST	LARGE AFFAREL OF ILLUSOR	1205 NW 40h AVE	LAUDERHILL FL 33313	Store Depository Account	Treasurer
BB&T	TAPE APPARET OF HORIDA	PO BOX 500	TALLAHASSEE, FL 32302-0900	Store Depository Account	reasurer
CAPITAL CILY BANK	(ARGE APPAREL OF TEXAS	S644 LBJ FREEWAY	DALLAS, TX 75240	Store Depository Account	Treasurer
EIDET AMEDICAN BANK	LARGE APPAREL OF LOUISIANA		HARVEY, LA JUSS	Store Depository Account	Treasurer
TOP BANK	LARGE APPAREL OF ILLINOIS	500 W JOLIET RD	WILLUMBROON IS 00227	Store Depository Account	Treasurer
WOODFOREST NAT'L BANK	LARGE APPAREL OF NORTH CAROLINA		ROSTON MA 02110	Corp. Recalpt Acount	See Note ! below,
BANK OF AMERICA	URBAN BRANDS, INC.	W rederation	BOSTON, MA, 02110	Blocked Receipt Account	See Nota I below.
BANK OF AMERICA	URBAN BRANDS, INC.	100 FEDERAL ST.	BOSTON, MA, 02110	Operating Account	See Note 1 below.
BANK OF AMERICA	URBAN BRANDS, INC.	ION PEDERAL ST.	BOSTON, MA. 02110	Merchandise Asccount	See Note 1 below.
BANK OF AMERICA	TIBBAN BRANDS INC.	100 FEDERAL ST.	BOSTON, MA, 02110	Payroll Account	Sec Note 1 octow.
BANK OF AMERICA	IRBAN BRANDS, INC.	100 FEDERAL ST.	BOSTON, MA, 02110	Expense Account	Sections 1 neron.
BANK OF AMERICA					
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Section 7.7(e)

Seller Benefit Plans

Associate Benefits related to Seller Holidays, Personal Days, Sick Days and Vacation Time more fully described in Exhibit A attached hereto.

Fall 2010 Store Management Incentive Bonus Plan

Fall 2010 DSM and ASM Incentive Bonus Plan

2010 Cigna Healthy Reward Discount Program

Cigna Wellness Incentive Program

Medical, Prescription, Dental & Vision Plans through CIGNA and VSP

Flexible Spending Account (FSA) Plans

Basic Life Insurance Plan

Accidental Death & Dismemberment Plan

Supplemental Life Insurance Plan

Supplemental Dependent Life Plan

Long Term Disability Plan

401k Plan

I. ASSOCIATE BENEFITS

A. Company Holidays:

1 Full time and part time associates will be eligible for paid Company Holidays following thirty (30) days of active employment Eligible full time and part time associates will receive the following paid Company Holidays:

New Year's Day

Independence Day

Christmas Day

Martin Luther King Day Memorial Day Labor Day

Thanksgiving Day

- 2 In order to receive Holiday Pay, associates are required to work their regular work schedule on their last regularly-scheduled day before and their first regularly-scheduled day after the Holiday, unless otherwise agreed to in writing by the Company If it is necessary for associates to work on a Company Holiday, associates should be paid in the following manner:
 - For a non-exempt associate who works on a Company Holiday he/she will be paid 1 ½ times their normal pay for all hours worked on the Company Holiday and any legally required overtime hours worked
 - For an exempt associate who works on a Company Holiday, he/she will be paid regular pay for that day and he/she may take a preapproved, compensatory day offon selected Holidays within the following two (2) weeks

B. Personal Days:

- The Company provides personal days to associates for the purpose of providing them time off to deal with specific personal business that the associate might otherwise have difficulty handling given the demands of their work schedule. Personal days are not to be used to extend vacation time. When an associate is taking time off for reasons which are not covered by this policy, vacation days must be used. Reasons for which personal days can be used include: birthdays, anniversaries, attendance of personal matters or for appointments with, for example, physicians, attorneys, or teachers or to supplement bereavement time. The Company reserves the right to request that an associate provide confirmation that personal days are being used in accordance with this policy in any situation it deems appropriate. All personal time requested must be approved in advance by the supervisor
- 2. Full time associates who have completed ninety (90) days of continuous active service will be eligible for three (3) personal days per calendar year.
- 3. Unused personal days will not be carried over into the following calendar year and will not be paid out upon separation from the Company

C. Sick Days

- 1 The Company provides paid sick days to all non-exempt associates Sick days are allocated (i.e., given out) to allow non-exempt associates time off from work due to illness without loss of pay. Sick days are not to be used for vacation or personal reasons. However, associates shall be permitted to use up to one half (1/2) of their annually allocated sick days to attend to the illness of the associate's child, parent, or spouse, in the same manner that associate is able to use sick days for their own illness or injury
- Full-time, non-exempt associates who have completed ninety (90) days or more of continuous active service are entitled to four (4) sick days per calendar year.
- Part-time, non-exempt associates who have completed one year or more of continuous active service are entitled to two (2) sick days per calendar year.
 - 4 Unused sick days will not be carried over into the following calendar year and will not be the Company

paid out upon separation from

D. Vacation Time

The company provides vacation in accordance with the following schedules:

1. Full- time associates who have completed ninety (90) days of continuous active service are entitled to vacation. The amount of vacation time that is allocated to an associate can be used throughout that calendar year, subject to "black out period" and business needs

The following schedule details the amount of vacation time eligible associates will be allocated each year:

-	Years of Service	Allocated Vacation Time
	Year One (1) through Year Four (4)	Two (2) Weeks Vacation
	*Year Five (5) through Year Fourteen (14)	Three (3) Weeks Vacation
İ	*Year Fifteen (15) through remainder	Four (4) Weeks Vacation
	of your employment	THE RESIDENCE OF THE PARTY OF T

^{*}Additional weeks of vacation time as noted in the chart above, are allocated when the associate reaches their service anniversary

- 2. Part-time, non-exempt associates who have completed one** (1) full year of employment will accrue vacation at a rate of 3.33 hours for each month in which they work at least 88 hours. This will equate to one (1) week of vacation in a calendar year.
- 3. Part-time, non-exempt associates who have completed five** (5) years of employment will start to accrue vacation at a rate of 6.66 hours for each month in which they work at least 88 hours. This would equate to two (2) weeks vacation in a calendar year.
 - ** Vacation time as noted above, is allocated on the January 1st immediately following the calendar year in which the associate reaches their service anniversary.

3. Vacation Accrual Example

The following chart illustrates how a typical Part-time associate would accrue vacation time throughout a one year period. In this example, a typical Part-time associate has been employed with the Company for over two years and has been allocated one (1) week of vacation, equaling 39.96 hours. The chart below shows approximately the number of hours that the associate will have accrued at the end of each calendar month. This example is for illustrative purposes only.

Vacation Accrual Illustration

By Month End	Approximate Number of
	Earned Vacation Hours
January	3 33 hours
February	6 66 hours
March	9 99 hours
April	13.32 hours
May	16 65 hours
June	19.98 hours
July	23 31 hours
August	26 64 hours
September	29.97 hours
October	33 30 hours
November	36-63 hours
December	39.96 hours

- 4 Vacation time accrued, but unused, in one calendar year cannot be "carried over" into the following calendar year (except where required by applicable law) All accrued, but unused vacation time in one calendar year will be forfeited on January 1 of the following calendar year (except where prohibited by law). Unused vacation time will not be paid out upon separation from the Company
- 5 Although the Company expects associates to use their accrued vacation time in each calendar year, associates in California may carry over up to two (2) times their annual allotment of vacation time from one calendar year to the next. If an associate accrues two (2) times their annual allotment, the accrual of vacation time shall be suspended until the associate has used vacation time to reduce the balance of accrued days.