

UNITED STATES BANKRUPTCY COURT

District of Delaware

In re: Urban Brands, Inc. Case No. 10-13005

NOTICE OF TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(1), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

TRC MASTER FUND LLC
Name of Transferee

Name and Address where notices to transferee should be sent:

TRC MASTER FUND LLC
Attn: Terrel Ross
336 Atlantic Avenue Suite 302
East Rockaway, NY 11518

Phone: 516-255-1801
Last four digits of Acct#: N/A

Name and address where transferee payments should be sent (if different from above):

Phone: N/A
Last four digits of Acct#: N/A

BLU DAWN INC.
Name of Transferor

Court Claim # (if known): N/A
Amount of Claim: USD\$166,734.59
Date Claim Filed: N/A

Phone: (310) 965-7700
Last four digits of Acct.#: N/A

Name and Current Address of Transferor:

BLU DAWN INC.
13812 S. Figueroa Street
Los Angeles, CA 90061

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/Terrel Ross
Transferee/Transferee's Agent

Date: June 10, 2011

Penalty for making a false statement: Fine up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

Exhibit A to Assignment of Claim

TO: United States Bankruptcy Court ("Bankruptcy Court")
District of Delaware
824 North Market Street, 3rd Floor
Wilmington, DE 19801-3024
Attention: Clerk

AND TO: URBAN BRANDS, INC. ("Debtor")
Case No. 10-13005

Claim # N/A

BLU DAWN INC., its successors and assigns ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

TRC MASTER FUND LLC
336 Atlantic Avenue Suite 302
East Rockaway, NY 11518
Attention: Terrel Ross

its successors and assigns ("Assignee"), all of Assignor's rights, title, interest, claims and causes of action in and to, or arising under or in connection with its Claim in the amount of **USD\$166,734.59** ("Claim"), as listed in the Debtor's Schedule F against the Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Assignor hereby waives any objection to the transfer of the Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by rule 3001 of the federal Rules of Bankruptcy procedure, the Bankruptcy code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring the Claim and recognizing the Assignee as the sole owners and holders of the Claim.

Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.


IN WITNESS WHEREOF, THIS EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED THIS 7 DAY OF July, 2011.

ASSIGNOR: BLU DAWN INC.

ASSIGNEE: TRC MASTER FUND LLC



(Signature)



(Signature)

Terrel Ross

(Print Name)

Terrel Ross

(Print Name)

Contractor

(Title)

Managing Member

(Title)

Schedule of Assets and Liabilities - Exhibit F
 URBAN BRANDS, INC. - 10-13005-KJC

URBAN BRANDS, INC.	BENEFITS ANALYSIS, INC	PO BOX 527	NUTLEY	NJ	07110-0527	ACCOUNTS PAYABLE	3,156.50
URBAN BRANDS, INC.	BENJAMIN, KARI	AS#428	N/A	N/A	N/A	ACCOUNTS PAYABLE	61.00
URBAN BRANDS, INC.	BERGEN FIRE EQUIPMENT	36 JOHNSON AVENUE	HACKENSAC K	NJ	07601	ACCOUNTS PAYABLE	563.89
URBAN BRANDS, INC.	BERKSHIRE-WEST 87TH STREET LLC	P.O.BOX 601947	CHARLOTTE	NC	28260-1947	ACCOUNTS PAYABLE	37,680.87
URBAN BRANDS, INC.	BERNSTEIN MANAGEMENT CORP	5301 WISCONSIN AVE NW SUITE 600	WASHINGTON N	DC	20015	ACCOUNTS PAYABLE	8,168.47
URBAN BRANDS, INC.	BEST FAMOUS ASIA LTD	RM1610-11 PENINSULA SQUARE 18 SUNG ON STREET	HONG KONG, CHINA	N/A	N/A	ACCOUNTS PAYABLE	101,711.09
URBAN BRANDS, INC.	BEST SECURITY INDUSTRIES INC	635 GATOR DRIVE SUITE	LANTANA	FL	33462	ACCOUNTS PAYABLE	15,717.83
URBAN BRANDS, INC.	BETA PARTNERSHIP	898 N SEPULVEDA BLVD. SUITE 400	EL SEGUNDO	CA	90245	ACCOUNTS PAYABLE	17,511.33
URBAN BRANDS, INC.	BETTER SECURITY	1158 PATERSON PLANK ROAD	SECAUCUS	NJ	07094-2723	ACCOUNTS PAYABLE	98.44
URBAN BRANDS, INC.	BGE	PO BOX 1431 MOORE 211	BALTIMORE	MD	21203-1431	ACCOUNTS PAYABLE	1,677.69
URBAN BRANDS, INC.	BLATT, HASENMILLE R LEIBSKER &	LANDMARK DRIVE, STE E-5	NORMAL	IL	617.61	ACCOUNTS PAYABLE	773.06
URBAN BRANDS, INC.	BLU DAWN INC.	395 5TH AVENUE, SUITE 306	NEW YORK	NY	10016	ACCOUNTS PAYABLE	166,734.59
URBAN BRANDS, INC.	BMGM COMPANY	1385 BROADWAY Suite 1508	NEW YORK	NY	10018	ACCOUNTS PAYABLE	157,760.21
URBAN BRANDS, INC.	BMHC DOWNTOWN DEVEP ASSOC.	2882 THIRD AVENUE	BRONX	NY	10455	ACCOUNTS PAYABLE	23,181.58
URBAN BRANDS, INC.	BMSNJ, LLC (BRAVO)	6-11 SADDLE RIVER RD	FAIR LAWN	NJ	07410	ACCOUNTS PAYABLE	162.54
URBAN BRANDS, INC.	BOARD OF POLICE COMMISSIONERS	OFFICE 1125 LOCUST STREET 2801	KANSAS CITY	MO	64106	ACCOUNTS PAYABLE	120.00
URBAN BRANDS, INC.	BOGIN, MUNNS & MUNNS, P.A	TECHNOLOGY DRIVE 1526 E	ORLANDO	FL	32804	ACCOUNTS PAYABLE	1,473.41
URBAN BRANDS, INC.	BOOM-BOOM JEANS	WASHINGTON BLVD	LOS ANGELES	CA	90021	ACCOUNTS PAYABLE	329,399.07