EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	**Chapter 11**
	)	
Urban Brands, Inc., et al.,[1]	)	**Case No. 10-13005 (KJC)**
	)	
Debtors.	)	**Jointly Administered**
	)	
	)	**Re: Docket No. 89**

ORDER AUTHORIZING DEBTORS' RETENTION AND COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS, *NUNC PRO TUNC* TO THE PETITION DATE

Upon the motion (the "Motion") of the above-captioned debtors and debtors-in-possession (each, a "Debtor" and collectively, the "Debtors") for the entry of an order (this "Order") authorizing the Debtors to retain and compensate certain professionals utilized in the ordinary course of the Debtors' business; it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest; and good, adequate and sufficient cause having been shown; the Court having jurisdiction to consider the

[1] The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are Urban Brands, Inc. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), Ashley Stewart Ltd. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), Ashley Stewart Management Co., Inc. (4053), Ashley Stewart Woman Ltd. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), Urban Acquisition Corporation of New Jersey, Inc. (2976), Urban Acquisition Corporation of New York, Inc. (4103), and Urban Brands TM Holding Co. (5909). The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion[2] having been provided, and it appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

2. The Debtors are authorized, but not required, to retain and pay reasonable fees and expenses for the services of various attorneys, accountants and other professionals in the ordinary course of their business (each, an ordinary course professional or "OCP" and, collectively, the "OCPs") to assist and advise the Debtors in the operation of their business and to defend the Debtors in matters arising in the ordinary course of the Debtors' business.

3. The following procedures for the retention of OCPs are hereby approved:

   a. Each OCP on the list attached to the Motion as Exhibit B shall file with the Court a Declaration of Disinterestedness, substantially similar to the form attached to the Motion as Exhibit C, at least 14 days prior to submitting an invoice to the Debtors. Each OCP shall serve the Declaration of Disinterestedness upon (i) the Debtors, Urban Brands, Inc., 100 Metro Way, Secaucus, New Jersey 07094, Attn.: Michael A. Abate; (ii) counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn.: Mark D. Collins, Esq. and Paul N. Heath, Esq.); (iii) the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn.: David Buchbinder, Esq.); (iv) counsel to any official committee of unsecured creditors appointed in these cases, and until such appointment, the Debtors' twenty (20) largest unsecured creditors on a consolidated basis; (v) counsel to the Debtors' postpetition secured lender; (vi) counsel to Trimaran; and (vii)

[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

counsel to any other statutory committee appointed in these cases (together, the "Notice Parties").

b. The Notice Parties shall have twenty (20) days after the service of each OCP's Declaration of Disinterestedness to object to the retention of such OCP (the "Objection Deadline"). The objecting party shall serve any such objection upon the Notice Parties and the respective OCP so as to be received by the Notice Parties and the OCP on or before the Objection Deadline. If any such objection cannot be resolved within ten days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, the Debtors shall be authorized to retain and pay such OCPs;

c. The Debtors reserve the right to supplement the list of OCPs as necessary to add or remove OCPs, from time to time in their sole discretion. In such event, the Debtors propose to file a notice with the Court listing the additional OCPs that the Debtors intend to employ (each, an "OCP Notice") and to serve notice on the Notice Parties. Additionally, each additional OCP listed in the OCP Notice shall serve a Declaration of Disinterestedness on the Notice Parties. If, within twenty (20) days of service of the Declaration of Disinterestedness, no objections are filed to any such additional OCP, then retention of such OCP shall be deemed approved by the Court without a hearing or further order;

d. The Debtors shall be authorized to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained by the Debtors upon (i) each OCP's submission of a Declaration of Disinterestedness and (ii) upon the Debtors' submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date; provided, however, that each OCP's fees, excluding costs and disbursements, do not exceed $35,000 per month on average over a rolling three-month period while these Chapter 11 Cases are pending;

e. Any payments to an OCP in excess of the fee cap set forth in clause (d) above shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Fee Guidelines promulgated by the Executive Office

of the United States Trustee and any applicable orders of the Court;

f. Beginning on January 31, 2011 (i.e. the last day of the subsequent month following the end of the prior quarter), and on the last day of the subsequent month following the end of each quarter thereafter in which these Chapter 11 Cases are pending, the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each OCP paid during the immediately preceding three-month period. Each OCP's statement shall include the following information: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP.

4. The Debtors reserve the right to supplement the list of OCPs as necessary to add or remove OCPs, from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added OCPs. In such event, the Debtors shall to file the OCP Notice and to serve such notice on the Notice Parties. Additionally, each additional OCP listed in the OCP Notice shall serve a Declaration of Disinterestedness on the Notice Parties. If, within twenty (20) days of service of the Declaration of Disinterestedness, no objections are filed to any such additional OCP, then retention of the OCPs shall be deemed approved by the Court without a hearing or further order.

5. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or budget in connection therewith, or any order regarding the use of cash collateral.

7. Nothing in the Motion or this Order, nor as a result of the Debtors' payment of

claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' rights to dispute any claim; or (c) an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

9. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Order shall govern.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: October ____, 2010
Wilmington, Delaware

_____
THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE