

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<p>In re</p> <p>URBAN BRANDS, INC., <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p> <p>:</p>	<p>Chapter 11</p> <p>Case No. 10-13005 (KJC)</p> <p>Jointly Administered</p> <p><b>Related to Docket No. ____</b></p>
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**ORDER AUTHORIZING THE EMPLOYMENT OF COOLEY LLP AS LEAD  
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
URBAN BRANDS, INC., ET AL. NUNC PRO TUNC TO OCTOBER 1, 2010**

Upon consideration of the *Application* (the “Application”) to *Retain and Employ Cooley LLP* (“Cooley”) as *Lead Counsel for the Official Committee of Unsecured Creditors of Urban Brands, Inc., et al. Nunc Pro Tunc to October 1, 2010*, filed by the Official Committee of Unsecured Creditors (the “Committee”) of Urban Brands, Inc., *et al.*, debtors and debtors-in-possession (collectively, the “Debtors”), pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “Bankruptcy Code”), the Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. The Court further finds that this is a core

<sup>1</sup> 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.

proceeding pursuant to 28 U.S.C. § 157. After reviewing the Affidavit of Lawrence C. Gottlieb (the "Gottlieb Affidavit"), a partner of the law firm of Cooley, in support of the Application and the other motions, pleadings, and papers filed in these cases, together with the representations and deliberations on the record, the Court finds that (i) the proposed employment of Cooley as lead counsel for the Committee is in the best interest of the Committee and the Debtors' estates and (ii) Cooley and its partners, counsel and associates do not represent or hold any interest adverse to the Committee or Debtors' estates and are disinterested under section 101(14) of the Bankruptcy Code, as modified by section 1103(b) of the Bankruptcy Code. The Court further finds that due and proper notice of the Application having been provided to (i) the United States Trustee for the District of Delaware; (ii) counsel for the Debtors; and (iii) those parties having filed with the Court a request for notice, and it appearing that no other or further notice need be provided, and after due deliberation and sufficient cause appearing therefore, the Application should be granted subject to the terms set forth below. **IT IS THEREFORE**

**ORDERED** that the Application is **GRANTED** pursuant to 11 U.S.C. §§ 328(a) and 1103 for the purposes set forth in the Application and the Gottlieb Affidavit, effective as of October 1, 2010; and it is further

**ORDERED** that Cooley shall be compensated for its services and reimbursed for any related expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Federal Rules of Bankruptcy Procedures, the Local Bankruptcy Rules and such other procedures as may be fixed by administrative or other order of this Court for the compensation and reimbursement of professionals; and it is further

**ORDERED** that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2010

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Honorable Kevin J. Carey  
United States Bankruptcy Chief Judge