

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

ORIGINAL

In re:)	Chapter 11
)	
Urban Brands, Inc., et al.,¹)	Case No. 10-13005 (KJC)
)	
Debtors.)	Jointly Administered
)	
)	# 34

**ORDER APPROVING STIPULATION RESOLVING OBJECTION OF J. HEATHER, INC.
AND JILL SCOTT TO PROPOSED SALE OF SUBSTANTIALLY ALL ASSETS OF THE
DEBTORS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTEREST
PURSUANT TO SECTIONS 105(a), 363 AND 365 OF THE BANKRUPTCY CODE**

Upon consideration of the **Stipulation Resolving Objection of J. Heather, Inc. and Jill Scott to Proposed Sale of Substantially All Assets of The Debtors Free and Clear of Liens, Claims, Encumbrances and Interest Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code** (the “Stipulation”), a copy of which is attached hereto as Exhibit 1, as agreed to by and among Urban Brands, Inc., for itself and its affiliated debtors (collectively, the “Debtors”) and Jill Scott and J. Heather, Inc. (together with the Debtors, the “Parties”), it is hereby ORDERED that

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.

1. The Stipulation is APPROVED.
2. The Parties are hereby authorized to take any and all actions reasonably necessary to effectuate the terms of the Stipulation.
3. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of the Stipulation or this Order.

Dated: Oct 27, 2010
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE