

Schedule 1.1(a)

Continuing Stores and Non-Continuing Stores

See attached.

Schedule 1.1(a)-1

**Non-Continuing Stores / Rejected Leases**

*Buyer is hereby giving notice that it designating these stores for rejection as of November 30, 2010, or such later date as Buyer and landlord shall mutually agree*

	<b><u>Store#</u></b>	<b><u>Name</u></b>	<b><u>City</u></b>	<b><u>State</u></b>
1	238	Fairoaks Plaza	Pasadena	CA
2	287	Regency Square Mall	Jacksonville	FL
3	342	Beaufont Mall	Richmond	VA
4	368	Eastland Mall	Columbus	OH
5	376	University Mall	Tampa	FL
6	398	Valley View Mall	Dallas	TX
7	402	The Boulevard	Las Vegas	NV
8	412	Central Plaza	St. Petersburg	FL
9	416	Burlington Mall	Burlington	NJ
10	419	Century III Mall	West Mifflin	PA
11	423	Westgate Mall	Spartanburg	SC
12	424	Park Plaza	Lake Charles	LA
13	447	Englewood Plaza	Chicago	IL
14	452	Orlando Square	Orlando	FL
15	153	Iverson Mall	Hillcrest Heights	MD
16	199	Mlk Jr Centr	Los Angeles	CA
17	320	Crenshaw Plaza	Los Angeles	CA
18	428	Westtown SC	Dayton	OH
19	375	Virginia Ctr. Commons	Glen Allen	VA
20	450	Almeda Crossing	Houston	TX

**Continuing Stores / Assumed Leases**

*Assumption of each lease pursuant to its terms or pursuant to arrangements negotiated (or to be negotiated) between Buyer or Buyer Designee and each respective counterparty.*

	<u>Store#</u>	<u>Name</u>	<u>City</u>	<u>State</u>
1	327	Marlow Heights S/C	Marlow Heights	MD
2	147	Westview Mall	Baltimore	MD
3	226	Shoppes At 3 Corners	Houston	TX
4	218	1573 Pitkin Avenue	Brooklyn	NY
5	235	Dolphin Plaza	Miami	FL
6	269	Gentilly Shopping Center	New Orleans	LA
7	197	Brick Church Plaza	East Orange	NJ
8	120	Southfield Rd.	Lathrup Village	MI
9	332	Red Bird Shopping Center	Dallas	TX
10	360	Camp Creek Market	Atlanta	GA
11	336	Marketplace - Hollywood	Inglewood	CA
12	159	Forest Village Park	Forestville	MD
13	362	Midtown Center	Milwaukee	WI
14	122	Grand Concourse	Bronx	NY
15	222	Hammond Aire Plaza	Baton Rouge	LA
16	808	Fulton Street	Brooklyn	NY
17	413	Southway Shopping Center	Houston	TX
18	326	Augusta Exchange	Augusta	GA
19	132	Eastover Square	Oxonhill	MD
20	286	Eastwood Village	Birmingham	AL
21	347	King Shopping Center	Landover	MD
22	350	Victory Crossing	Portsmouth	VA
23	352	Forest Park Plaza	Forest Park Plaza	IL
24	264	Sunny Isle S/C	St. Croix	VI
25	188	69Th Street	Upper Darby	PA
26	202	N. Philadelphia State	Philadelphia	PA
27	201	One Market Center	Baltimore	MD
28	380	Town & Country	Columbus	OH
29	306	Glenwood Crossing S/C	Woodlawn	OH
30	280	Westside South S/C	Gretna	LA
31	465	Parkwest Town Center	Philadelphia	PA
32	250	Security Square Mall	Baltimore	MD
33	230	Northpark Shopping Ctr	Beaumont	TX
34	431	Seigen Plaza	Baton Rouge	LA
35	403	North Oaks S/C	Houston	TX
36	268	Lake Meadows S/C	Chicago	IL

37	346	Shops At Jefferson Village	Detroit	MI
38	364	The Village S/C	Gary	IN
39	406	Manhattan Place	Harvey	LA
40	211	Flatbush Avenue	Brooklyn	NY

**Designated Stores**

	<b><u>Store#</u></b>	<b><u>Name</u></b>	<b><u>City</u></b>	<b><u>State</u></b>
1	102	Green Acres Mall	Valley Stream	NY
2	107	Kings Plaza Mall	Brooklyn	NY
3	109	Langley Park	Langley Park	MD
4	119	Ford City Mall	Chicago	IL
5	124	Bedford Stuyvesant	Brooklyn	NY
6	125	Eastland Cntr	Harper Woods	MI
7	130	Prince Georges Plaza	Hyattsville	MD
8	133	Livingston Mall	Livingston	NJ
9	135	Kearny	Kearny	NJ
10	136	Bergen Ave	Jersey City	NJ
11	140	Redford Oaks S/C	Redford Oaks	MI
12	151	Gallery At Market East	Philadelphia	PA
13	154	Good Hope Marketplace	Washington	DC
14	155	Southland Mall	Memphis	TN
15	156	Hudson Mall	Jersey City	NJ
16	157	Rhode Island S/C	Washington	DC
17	165	Northlake Mall	Atlanta	GA
18	166	Hechinger Mall	Washington	DC
19	168	Southlake Mall	Morrow	GA
20	169	Cumberland Mall	Atlanta	GA
21	171	Macon Mall	Macon	GA
22	175	Severance Cntr	Cleveland Heights	OH
23	177	West End Mall	Atlanta	GA
24	361	Mall At Stonecrest S/C	Lithonia	GA
25	181	Model T Plaza	Highland Park	MI
26	182	South Dekalb Mall	Decatur	GA
27	183	Concourse Plaza	Bronx	NY
28	184	N. Riverside	North Riverside	IL
29	185	University Square	University City	MO
30	192	City Plaza	St Louis	MO
31	195	Compton Plaza	Compton	CA
32	196	Hawthorne Plaza	Hawthorne	CA
33	198	Stony Island Plaza	Chicago	IL
34	112	Bay Plaza Center	Bronx	NY
35	205	Belmont S/C	Detroit	MI
36	206	Baldwin Hills S/C	Los Angeles	CA
37	214	Number One Marketplace	Miami	FL
38	217	Waverly Towers	Baltimore	MD
39	256	Rockaway Parkway	Brooklyn	NY

40	233	Fondren Southwest	Houston	TX
41	378	Gallery @ Canterbury	Markham	IL
42	241	Capital Plaza	Ewing	NJ
43	243	Eastpoint	Baltimore	MD
44	244	26Th & State Street	East St. Louis	IL
45	247	Renaissance Plaza	New York	NY
46	248	W. 125Th Street	New York	NY
47	116	Evergreen Plaza	Evergreen Park	IL
48	251	Grand Blvd East	Chicago	IL
49	253	Toledo Town Center	Toledo	OH
50	255	Chicago & Kedzie Place	Chicago	IL
51	193	The Crossing At Halls Ferry	St. Louis	MO
52	272	Amity Plaza	New Haven	CT
53	273	Gateway Shopping Center	Jacksonville	FL
54	277	Metrocenter Mall	Jackson	MS
55	278	Stratford Plaza	Stratford	CT
56	170	Olney Plaza	Philadelphia	PA
57	117	River Oaks Mall	Calumet City	IL
58	282	Lee Harvard S/C	Cleveland	OH
59	407	Ogefthorpe Mall	Savannah	GA
60	289	Beltway Plaza S/C	Greenbelt	MD
61	437	St. Charles Towne Center	Waldorf	MD
62	302	Owings Mills	Baltimore	MD
63	303	Cherry Hill Mall	Cherry Hill	NJ
64	338	Cross Creek Mall	Fayetteville	NC
65	315	Pathmark Shopping Center	Queens	NY
66	316	The Hub Shopping Center	Hempstead	NY
67	318	North Dekalb Mall	Decatur	GA
68	321	Chatham Square	Chicago	IL
69	322	Ashland Avenue Plaza	Chicago	IL
70	324	Governors Square	Montgomery	AL
71	357	Northridge Mall	Milwaukee	WI
72	328	Silas Creek Crossing	Winston Salem	NC
73	329	Dutch Square Center	Columbia	SC
74	330	Crosspointe Plaza	Greenville	SC
75	331	Eastgate Shopping Center	Memphis	TN
76	126	Northland Mall	Southfield	MI
77	365	Raceway Mall	Calumet Park	IL
78	335	Greenbriar Mall	Atlanta	GA
79	187	Fairlane Meadows	Dearborn	MI
80	180	Lincoln Road	Oak Park	MI
81	341	Fayette Pavilion	Fayetteville	GA

82	139	Mondawmin Mall	Baltimore	MD
83	370	Hilltop Mall	San Pablo	CA
84	353	Boulevard At Capital	Largo	MD
85	141	Market Street	Newark	NJ
86	366	Old National Town Center	Atlanta	GA
87	367	Greece Ridge Ctr.	Rochester	NY
88	372	Columbia Place Mall	Columbia	SC
89	373	Plaza on the Blvd	Jennings	MO
90	374	Southlake Mall	Merrillville	IN
91	377	Linwood Shopping Ctr.	Kansas City	MO
92	379	Northwoods Mall	North Charleston	SC
93	448	Bowie Town Center	Bowie	MD
94	381	Richmond Town SQ.	Richmond Heights	OH
95	382	Pierre Bossier Mall	Bossier City	LA
96	384	Hickory Hollow Mall	Antioch	TN
97	385	Southland Terrace	Louisville	KY
98	386	Westfield - Fox Hills	Culver City	CA
99	387	Southpark Mall	Colonial Heights	VA
100	389	Lamar Crossing	Memphis	TN
101	390	Keystone Plaza	Indianapolis	IN
102	391	Frayser Village S/C	Memphis	TN
103	392	Governor's Sq.	Tallahasee	FL
104	395	Wilkinson Crossing	Charlotte	NC
105	400	Greenspoint Mall	Houston	TX
106	405	Northgate Mall	Cincinnati	OH
107	420	Southland Mall	Hayward	CA
108	409	Albany Mall	Albany	GA
109	410	Gateway Centre	Chicago	IL
110	411	Northgate Mall	Durham	NC
111	414	River City Marketplace	Jacksonville	FL
112	417	Sherman Plaza	Chicago	IL
113	418	Edgewood Towne Center	Pittsburgh	PA
114	422	Northpark Mall	Ridgeland	MS
115	426	Dudley Square	Roxbury	MA
116	430	Quartermaster Plaza	Philadelphia	PA
117	432	East 98th Street	Brooklyn	NY
118	434	Pyramids Village	Greensboro	NC
119	435	Chicago Building	Chicago	IL
120	436	Golden East Crossing	Rocky Mount	NC
121	440	Wal Mart Supercenter	Balch Springs	TX
122	442	Mattapan	Mattapan	MA
123	444	The Waik	Atlantic City	NJ

124	445	Florin Towne Center	Sacramento	CA
125	190	Lindell Market Place	St. Louis	MO
126	449	White Oaks Village	Richmond	VA
127	111	Union	Union	NJ
128	334	Military Circle Mall	Norfolk	VA
129	397	South Lake Centre	Southhaven	MS
130	295	Eddystone Crossing S/C	Eddystone	PA
131	281	Southtown S/C	Fort Worth	TX
132	232	Wynnewood Village	Dallas	TX
133	158	Lafayette Sq.	Indianapolis	IN
134	137	Lincoln	Matteson	IL
135	234	Lauderhill Mall	Lauderhill	FL
136	371	Highland Lakes	Orlando	FL
137	270	Southgate S/C	Maple Heights	OH
138	375	Virginia Ctr. Commons	Glen Allen	VA
139	113	Military Circle	Norfolk	VA
140	121	Jamaica Ave	Jamaica	NY
141	127	Cheltenham Sq	Philadelphia	PA
142	209	Fairlane Mall	Dearborn	MI
143	356	Woodbridge Mall	Woodbridge	NJ
144	363	Jeffrey Plaza	Chicago	IL
145	383	Westfield - Wheaton	Wheaton	MD
146	388	Jersey Gardens	Elizabeth	NJ
147	399	Broward Mall	Plantation	FL
148	408	Esplanade Mall	Kenner	LA
149	433	The Hub	Bronx	NY
150	345	Addison Plaza	Seat Pleasant	MD
151	421	Maple Park	Chicago	IL
152	6420	Corporate DC/HQ	Secaucus	NJ



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, which in any event shall not exceed \$25,000, 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)-1

Schedule 1.1(d)

Real Property Leases

See attached]

Schedule 1.1(d)-1



Schedule E (1041)  
Real Property Leases

This Schedules E includes Real Property Leases and all of the Real Property Leases reported with the before listed sum or Indebtedness balance, as applicable, real property and tangible

Sec#	Address	City	State	Lessee	Property Management Co.	LEASE EXP	Option	Reported Cash Amount
203	11111 Parkway Blvd, West Hill	Rockville	Texas	Williams Realty Investors	Redwood Realty Investors	11/1/2015	None	9,156.66
204	12440 Northwest Blvd, Arlington	For Landsholt	Texas	Hill Country Development, Ltd & Manager	Redwood Realty Investors	11/1/2010	1.5	11,048.58
205	13822 Westpark Dr, Austin	For Landsholt	Texas	Continental Properties	United Properties	11/1/2010	None	8,722.88
206	1601 North St, Dallas	For Landsholt	Texas	Continental Properties	United Properties	11/1/2010	None	1,777.24
207	1700 West 21st St, Dallas	For Landsholt	Texas	Continental Properties	United Properties	11/1/2010	None	11,319.28
208	7744 Bayshore Blvd	Richardson	Texas	The Republic Bank LLC	Kennedy Properties	11/1/2011	1.5	6,116.66
209	1416 Lela Street	North Richland Hills	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2015	None	1,828.00
210	210-0000 W. 131st Street	North Richland Hills	Texas	Continental Properties, LLC	Kennedy Properties	02/28/14	None	1,542.00
211	210-0000 W. 131st Street	North Richland Hills	Texas	Continental Properties, LLC	Kennedy Properties	02/28/14	None	1,542.00
212	8941 South Woodhollow Dr, Suite 1	Wichita Falls	Texas	Continental Properties, LLC	Kennedy Properties	12/1/2011	None	1,072.00
213	521 Post Street	Dallas	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,072.00
214	300 North Korea	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	4,936.64
215	1449 Rockwood Parkway	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,023.00
216	3000 South Main Street, Apt. 70	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,510.80
217	4558 South Main Street	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
218	1024 4th Street	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
219	4146 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
220	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
221	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
222	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
223	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
224	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
225	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
226	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
227	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
228	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
229	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28
230	1384 Westpark Blvd, Suite 108	For Landsholt	Texas	Continental Properties, LLC	Kennedy Properties	11/1/2011	None	1,633.28

Standard 1100  
Real Property Lease

The following Real Property Leases are all of the Real Property Leases associated with the below listed store or non-department location, as applicable, real industry and landlord.

Table with 7 columns: Store, Address, City, State, Landlord, Property Management Co., LEAS ID, Open, and Estimated Cost Annually. Rows include addresses like 6201 W. Peterson Avenue, 2103 Spaulding Blvd, and 1001 Main Street across various cities.

## Schedule 2.2

### Excluded Assets

- (a) All Cash other than Store-Level Cash or other Cash described in clauses (a) through (x) of Section 2.1;
- (b) All Accounts Receivables related to any executory contract that is an Excluded Contract;
- (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 Excluded Contract of any Selling Entities (including employment Contracts), together with all prepaid assets relating to Excluded Contracts;
- (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;

### Schedule 2.2-1

(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;

(l) 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 of the Selling Entities under Chapter 5 of the Bankruptcy Code (the "Retained Avoidance Actions") other than (i) against landlords, vendors or other counterparties who are party to (or Affiliates of a party to) any Assumed Contract, Assumed Real Property Lease, or any purchase order with a supplier open as of the Closing Date for delivery of goods under such purchase order post-Closing, or (ii) Transferred Employees, or any officer or employee retained by Buyer or its Subsidiaries after Closing, or (iii) otherwise arising under or related to the Acquired Assets (including, for the avoidance of doubt, all Assumed Contracts and the Assumed Real Property Leases), including in each of cases (i), (ii) and (iii) such causes of action arising under, or available pursuant to, the Bankruptcy Code other than Retained Avoidance Actions;

(o) all bank and deposit accounts;

(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; and

(q) all deposits made by the Selling Entities with any utilities of the Selling Entities.



Schedule 2.3(g)

Additional Assumed Liabilities

None.

Schedule 2.3(g)-1

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 2.3(g)-1

Schedule 2.5(b)  
Designation Schedule

See attached.

Schedule 2.5(b)-1

## New Ashley Stewart LLC

### Schedule 2.5(b): List of Contracts for Assumption\*

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Priority Fulfillment Services  
Efashion Solutions, LLC (All Contracts)  
Commercial Fire Inc. (CSI-Fire)  
CGLIC - Bloomfield EASC  
CIGNA Healthcare (same contract as CGLIC)  
Associated Pension Consultants  
RGIS Inventory Specialists  
Kawasaki Kisen Kaisha, LTD ("K"Line)  
ADP Inc. (Screening Services)  
Diversified Distribution  
DJM Asset Management  
First Data Corp.  
Certegy Check Services  
Bank of America Merchant Services  
APC  
Castlerock  
Fujitsu  
LPMS (Loss Prevention Management Software)  
Numara Software, Inc.  
Quest Software  
Siemens  
████████████████████  
Dell Financial Services  
EMC  
Fairhaven  
Iron Mountain  
Java Jugglers  
ShopperTrak  
Core-Tech  
Appriver  
Bottomline Technologies  
IBM  
Link Systems - Prolease  
ProData  
Sonicwall  
Symantec - Anti Virus  
Symantec - Backup Exec Software  
TippingPoint

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**New Ashley Stewart LLC**

**Schedule 2.5(b): List of Contracts for Assumption\***

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Each of the three Contracts with Federal Express

Contract with Tekmark

Contract with NESCTC Security

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7	197	Brick Church Plaza	East Orange	NJ
8	120	Southfield Rd.	Lathrup Village	MI
9	332	Red Bird Shopping Center	Dallas	TX
10	360	Camp Creek Market	Atlanta	GA
11	336	Marketplace - Hollywood	Inglewood	CA
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13	362	Midtown Center	Milwaukee	WI
14	122	Grand Concourse	Bronx	NY
15	222	Hammond Aire Plaza	Baton Rouge	LA
16	808	Fulton Street	Brooklyn	NY
17	413	Southway Shopping Center	Houston	TX
18	326	Augusta Exchange	Augusta	GA
19	132	Eastover Square	Oxonhill	MD
20	286	Eastwood Village	Birmingham	AL
21	347	King Shopping Center	Landover	MD
22	350	Victory Crossing	Portsmouth	VA
23	352	Forest Park Plaza	Forest Park Plaza	IL
24	264	Sunny Isle S/C	St. Croix	VI
25	188	69Th Street	Upper Darby	PA
26	202	N. Philadelphia State	Philadelphia	PA
27	201	One Market Center	Baltimore	MD
28	380	Town & Country	Columbus	OH
29	306	Glenwood Crossing S/C	Woodlawn	OH
30	280	Westside South S/C	Gretna	LA
31	465	Parkwest Town Center	Philadelphia	PA
32	250	Security Square Mall	Baltimore	MD
33	230	Northpark Shopping Ctr	Beaumont	TX
34	431	Seigen Plaza	Baton Rouge	LA
35	403	North Oaks S/C	Houston	TX
36	268	Lake Meadows S/C	Chicago	IL

37	346	Shops At Jefferson Village	Detroit	MI
38	364	The Village S/C	Gary	IN
39	406	Manhattan Place	Harvey	LA
40	211	Flatbush Avenue	Brooklyn	NY



**Designated Stores**

	<b><u>Store#</u></b>	<b><u>Name</u></b>	<b><u>City</u></b>	<b><u>State</u></b>
1	102	Green Acres Mall	Valley Stream	NY
2	107	Kings Plaza Mall	Brooklyn	NY
3	109	Langley Park	Langley Park	MD
4	119	Ford City Mall	Chicago	IL
5	124	Bedford Stuyvesant	Brooklyn	NY
6	125	Eastland Cntr	Harper Woods	MI
7	130	Prince Georges Plaza	Hyattsville	MD
8	133	Livingston Mall	Livingston	NJ
9	135	Kearny	Kearny	NJ
10	136	Bergen Ave	Jersey City	NJ
11	140	Redford Oaks S/C	Redford Oaks	MI
12	151	Gallery At Market East	Philadelphia	PA
13	154	Good Hope Marketplace	Washington	DC
14	155	Southland Mall	Memphis	TN
15	156	Hudson Mall	Jersey City	NJ
16	157	Rhode Island S/C	Washington	DC
17	165	Northlake Mall	Atlanta	GA
18	166	Hechinger Mall	Washington	DC
19	168	Southlake Mall	Morrow	GA
20	169	Cumberland Mall	Atlanta	GA
21	171	Macon Mall	Macon	GA
22	175	Severance Cntr	Cleveland Heights	OH
23	177	West End Mall	Atlanta	GA
24	361	Mall At Stonecrest S/C	Lithonia	GA
25	181	Model T Plaza	Highland Park	MI
26	182	South Dekalb Mall	Decatur	GA
27	183	Concourse Plaza	Bronx	NY
28	184	N. Riverside	North Riverside	IL
29	185	University Square	University City	MO
30	192	City Plaza	St Louis	MO
31	195	Compton Plaza	Compton	CA
32	196	Hawthorne Plaza	Hawthorne	CA
33	198	Stony Island Plaza	Chicago	IL
34	112	Bay Plaza Center	Bronx	NY
35	205	Belmont S/C	Detroit	MI
36	206	Baldwin Hills S/C	Los Angeles	CA
37	214	Number One Marketplace	Miami	FL
38	217	Waverly Towers	Baltimore	MD
39	256	Rockaway Parkway	Brooklyn	NY

40	233	Fondren Southwest	Houston	TX
41	378	Gallery @ Canterbury	Markham	IL
42	241	Capital Plaza	Ewing	NJ
43	243	Eastpoint	Baltimore	MD
44	244	26Th & State Street	East St. Louis	IL
45	247	Renaissance Plaza	New York	NY
46	248	W. 125Th Street	New York	NY
47	116	Evergreen Plaza	Evergreen Park	IL
48	251	Grand Blvd East	Chicago	IL
49	253	Toledo Town Center	Toledo	OH
50	255	Chicago & Kedzie Place	Chicago	IL
51	193	The Crossing At Halls Ferry	St. Louis	MO
52	272	Amity Plaza	New Haven	CT
53	273	Gateway Shopping Center	Jacksonville	FL
54	277	Metrocenter Mall	Jackson	MS
55	278	Stratford Plaza	Stratford	CT
56	170	Olney Plaza	Philadelphia	PA
57	117	River Oaks Mall	Calumet City	IL
58	282	Lee Harvard S/C	Cleveland	OH
59	407	Ogelthorpe Mall	Savannah	GA
60	289	Beltway Plaza S/C	Greenbelt	MD
61	437	St. Charles Towne Center	Waldorf	MD
62	302	Owings Mills	Baltimore	MD
63	303	Cherry Hill Mall	Cherry Hill	NJ
64	338	Cross Creek Mall	Fayetteville	NC
65	315	Pathmark Shopping Center	Queens	NY
66	316	The Hub Shopping Center	Hempstead	NY
67	318	North Dekalb Mall	Decatur	GA
68	321	Chatham Square	Chicago	IL
69	322	Ashland Avenue Plaza	Chicago	IL
70	324	Governors Square	Montgomery	AL
71	357	Northridge Mall	Milwaukee	WI
72	328	Silas Creek Crossing	Winston Salem	NC
73	329	Dutch Square Center	Columbia	SC
74	330	Crosspointe Plaza	Greenville	SC
75	331	Eastgate Shopping Center	Memphis	TN
76	126	Northland Mall	Southfield	MI
77	365	Raceway Mall	Calumet Park	IL
78	335	Greenbriar Mall	Atlanta	GA
79	187	Fairlane Meadows	Dearborn	MI
80	180	Lincoln Road	Oak Park	MI
81	341	Fayette Pavilion	Fayetteville	GA

82	139	Mondawmin Mall	Baltimore	MD
83	370	Hilltop Mall	San Pablo	CA
84	353	Boulevard At Capital	Largo	MD
85	141	Market Street	Newark	NJ
86	366	Old National Town Center	Atlanta	GA
87	367	Greece Ridge Ctr.	Rochester	NY
88	372	Columbia Place Mall	Columbia	SC
89	373	Plaza on the Blvd	Jennings	MO
90	374	Southlake Mall	Merrillville	IN
91	377	Linwood Shopping Ctr.	Kansas City	MO
92	379	Northwoods Mall	North Charleston	SC
93	448	Bowie Town Center	Bowie	MD
94	381	Richmond Town SQ.	Richmond Heights	OH
95	382	Pierre Bossier Mall	Bossier City	LA
96	384	Hickory Hollow Mall	Antioch	TN
97	385	Southland Terrace	Louisville	KY
98	386	Westfield - Fox Hills	Culver City	CA
99	387	Southpark Mall	Colonial Heights	VA
100	389	Lamar Crossing	Memphis	TN
101	390	Keystone Plaza	Indianapolis	IN
102	391	Frayser Village S/C	Memphis	TN
103	392	Governor's Sq.	Tallahassee	FL
104	395	Wilkinson Crossing	Charlotte	NC
105	400	Greenspoint Mall	Houston	TX
106	405	Northgate Mall	Cincinnati	OH
107	420	Southland Mall	Hayward	CA
108	409	Albany Mall	Albany	GA
109	410	Gateway Centre	Chicago	IL
110	411	Northgate Mall	Durham	NC
111	414	River City Marketplace	Jacksonville	FL
112	417	Sherman Plaza	Chicago	IL
113	418	Edgewood Towne Center	Pittsburgh	PA
114	422	Northpark Mall	Ridgeland	MS
115	426	Dudley Square	Roxbury	MA
116	430	Quartermaster Plaza	Philadelphia	PA
117	432	East 98th Street	Brooklyn	NY
118	434	Pyramids Village	Greensboro	NC
119	435	Chicago Building	Chicago	IL
120	436	Golden East Crossing	Rocky Mount	NC
121	440	Wal Mart Supercenter	Balch Springs	TX
122	442	Mattapan	Mattapan	MA
123	444	The Walk	Atlantic City	NJ

124	445	Florin Towne Center	Sacramento	CA
125	190	Lindell Market Place	St. Louis	MO
126	449	White Oaks Village	Richmond	VA
127	111	Union	Union	NJ
128	334	Military Circle Mall	Norfolk	VA
129	397	South Lake Centre	Southaven	MS
130	295	Eddystone Crossing S/C	Eddystone	PA
131	281	Southtown S/C	Fort Worth	TX
132	232	Wynnewood Village	Dallas	TX
133	158	Lafayette Sq.	Indianapolis	IN
134	137	Lincoln	Matteson	IL
135	234	Lauderhill Mall	Lauderhill	FL
136	371	Highland Lakes	Orlando	FL
137	270	Southgate S/C	Maple Heights	OH
138	375	Virginia Ctr. Commons	Glen Allen	VA
139	113	Military Circle	Norfolk	VA
140	121	Jamaica Ave	Jamaica	NY
141	127	Cheltenham Sq	Philadelphia	PA
142	209	Fairlane Mall	Dearborn	MI
143	356	Woodbridge Mall	Woodbridge	NJ
144	363	Jeffrey Plaza	Chicago	IL
145	383	Westfield - Wheaton	Wheaton	MD
146	388	Jersey Gardens	Elizabeth	NJ
147	399	Broward Mall	Plantation	FL
148	408	Esplanade Mall	Kenner	LA
149	433	The Hub	Bronx	NY
150	345	Addison Plaza	Seat Pleasant	MD
151	421	Maple Park	Chicago	IL
152	6420	Corporate DC/HQ	Secaucus	NJ

**Schedule 3.1(a)**

**Post Closing Purchase Price Adjustment**

**Schedule 3.1(a) – Adjusted Minimum Purchase Price Schedule**

<b>Closing Date Cost Value of the Inventory</b>	<b>Adjusted Minimum Purchase Price</b>
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**

<b>Estimated Closing Date Cost Value of the Inventory</b>	<b>Inventory Change</b>	<b>Estimated Inventory Adjustment</b>
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

Schedule 3.2(a)-1

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 rata* 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.

Schedule 3.2(a)-2

Schedule 7.1<sup>1</sup>

Exceptions to Conduct of the Business Covenant

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 <sup>2</sup>

<sup>1</sup> This Schedule should include any stores that are not Continuing Stores, Designated Stores or Non-Continuing Stores.

<sup>2</sup> 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 7.16-1

Schedule 7.16(e)

Certain Employees

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

Schedule 8.2(e)

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).

Schedule 8.2(g)-1

SELLER DISCLOSURE SCHEDULE  
TO THE  
AMENDED AND RESTATED ASSET PURCHASE AGREEMENT,  
DATED OCTOBER 27, 2010,  
AMONG URBAN BRANDS, INC.,  
THE OTHER SELLING ENTITIES (AS DEFINED THEREIN),  
AND  
NEW ASHLEY STEWART LLC

Section 5.2

Subsidiaries

[See Attached]

Attachment to Seller Disclosure Schedule Section 5.2

Subsidiaries of the Seller

Name of Subsidiary	State	State of Incorporation	Stockholder / Assignee	Stock Authorized	Stock Issued
	L.D. Number				
Ashley Stewart Ltd.	2261711	Delaware	Urban Brands, Inc.	5,000	2,000
Church Street Retail, Inc.	1622523	New York	Ashlet Stewart, Ltd.	200	100
Ashley Stewart Management Co., Inc.	2613605	Delaware	Urban Brands, Inc.	1,500	100
ASMJ 10, Inc.	2616596	Delaware	Ashley Stewart Management Co., Inc.	1,500	100
Ashley Stewart Woman Ltd.	2948850	Delaware	Urban Brands, Inc.	200	200
Large Apparel of Alabama, Inc.	223760624	Alabama	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of California, Inc.	C-2110163	California	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Connecticut, Inc.	0280608	Connecticut	Ashley Stewart Woman, Ltd.	5,000	100
Large Apparel of District of Columbia, Inc.	0229646-000	District of Co	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Florida, Inc.	P9800103380	Florida	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Georgia, Inc.	K722882	Georgia	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Illinois, Inc.	2398663	Delaware	Ashley Stewart Woman, Ltd.	5,000	2,100
ASIL 6, Inc.	2613601	Delaware	Large Apparel of Illinois, Inc.	1,500	100
Large Apparel of Indiana, Inc.	199611257	Indiana	Ashley Stewart Woman, Ltd.	200	100
Large Apparel of Louisiana, Inc.	34720403D	Louisiana	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Maryland, Inc.	03554300D	Maryland	Ashley Stewart Woman, Ltd.	5,000	2,000
Large Apparel of Michigan, Inc.	2473466	Delaware	Ashley Stewart Woman, Ltd.	2,000	2,000
Ashley Stewart Apparel Corporation	418952	Michigan	Large Apparel of Michigan, Inc.	200	100
Ashley Stewart Clothing Company, Inc.	440847	Michigan	Large Apparel of Michigan, Inc.	200	100
Large Apparel of Missouri, Inc.	00454088	Missouri	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Mississippi, Inc.	687371	Mississippi	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of North Carolina, Inc.	0430976	North Carolina	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of New Jersey, Inc.	0100-5374-94	New Jersey	Ashley Stewart Woman, Ltd.	5,000	2,000
Large Apparel of New York, Inc.	1629597	New York	Ashley Stewart Woman, Ltd.	5,000	2,000
Large Apparel of Ohio, Inc.	972455	Ohio	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Pennsylvania, Inc.	2604966	Delaware	Ashley Stewart Woman, Ltd.	2,000	100
Large Apparel of South Carolina, Inc.	25432345-0	South Carolina	Ashley Stewart Woman, Ltd.	200	200
Large Apparel of Tennessee, Inc.	0333341	Tennessee	Ashley Stewart Woman, Ltd.	200	200