

| | | | | | |
|---|--------------|---------------|-------------------------------|-------|-------|
| Large Apparel of Virginia, Inc. | 0411779-2 | Virginia | Ashley Stewart Woman, Ltd. | 5,000 | 2,000 |
| Large Apparel of Wisconsin, Inc. | L030323 | Wisconsin | Ashley Stewart Woman, Ltd. | 200 | 200 |
| Large Apparel of Texas, Inc. | 01516420 | Texas | Ashley Stewart Woman, Ltd. | 200 | 200 |
| Metro Apparel of Kentucky, Inc. | 0621665 | Kentucky | Ashley Stewart Woman, Ltd. | 200 | 200 |
| Metro Apparel of Massachusetts, Inc. | 200658562260 | Massachusetts | Ashley Stewart Woman, Ltd. | 200 | 200 |
| Kid Spot Ltd. | 2925136 | Delaware | Urban Brands, Inc. | 200 | 200 |
| Kidspot of Delaware, Inc. | 2956355 | Delaware | Kid Spot Ltd. | 200 | 200 |
| Kidspot of Illinois, Inc. | D-6017-243-9 | Illinois | Kid Spot Ltd. | 200 | 200 |
| Kidspot of Michigan, Inc. | 549303 | Michigan | Kid Spot Ltd. | 200 | 200 |
| Kidspot of New Jersey, Inc. | 0100-7603-17 | New Jersey | Kid Spot Ltd. | 200 | 200 |
| Kidspot of Ohio, Inc. | 1080902 | Ohio | Kid Spot Ltd. | 200 | 200 |
| Kidspot of Pennsylvania, Inc. | 3943-802 | Pennsylvania | Kid Spot Ltd. | 200 | 200 |
| Kidspot of Texas, Inc. | 01516419 | Texas | Kid Spot Ltd. | 200 | 200 |
| 100% Girls Ltd. | 2948837 | Delaware | Urban Brands, Inc. | 200 | 200 |
| Marianne Ltd. | 2969840 | Delaware | Urban Brands, Inc. | 100 | 100 |
| Marianne USPR, Inc. | 2976839 | Delaware | Marianne, Ltd. | 200 | 200 |
| Carraizo Alto Apparel Corporation | 42732 | Puerto Rico | Marianne USPR, Inc. | 100 | 100 |
| Marianne VL, Inc. | 2976833 | Delaware | Marianne, Ltd. | 200 | 200 |
| The Essence of Body & Soul Ltd. | 2949428 | Delaware | Urban Brands, Inc. | 200 | 200 |
| 100% Girls of Georgia, Inc. | K824142 | Georgia | The Essence Body & Soul, Ltd. | 200 | 200 |
| 100 Percent Girls of New Jersey, Inc. | 0100-7499-80 | New Jersey | The Essence Body & Soul, Ltd. | 200 | 200 |
| 100% Girls of New York, Inc. | 2229125 | New York | The Essence Body & Soul, Ltd. | 200 | 200 |
| Urban Acquisition Corporation of New Jersey, Inc. | 3014945 | Delaware | Urban Brands, Inc. | 200 | 200 |
| Urban Acquisition Corporation of New York, Inc. | 2460842 | New York | Urban Brands, Inc. | 200 | 200 |
| Urban Brands TM Holding Co. | 3241254 | Delaware | Urban Brands, Inc. | 200 | 200 |
| A.S. Interactive, Inc. | 4491844 | Delaware | Urban Brands, Inc. | 200 | 200 |

Section 5.4(a)

No Violation; Consents

Nothing to set forth.

Section 5.4(b)

No Violation; Consents

Nothing to set forth.

Section 5.5

Legal Proceedings and Orders

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.

Section 5.6

Compliance with Law

Nothing to set forth.

Section 5.8(a)

Benefit Plans; Employees; and Employment Practices

Solely with respect to approximately three (3) employees and for the duration of applicable severance periods, in accordance with certain severance agreements, the Seller or Selling Entities provide post-employment (1) medical insurance or coverage with CIGNA, (2) dental insurance or coverage with Delta Dental, (3) vision insurance or coverage with VSP and (4) prescription drug benefits.

Section 5.8(b)

Benefit Plans; Employees; and Employment Practices

The Seller has a former employee previously covered under prior health and wealth plans who subsequent to his termination remained on the Seller's current health and welfare plans. The Seller is reviewing this former employee's eligibility to remain covered under the current health and welfare plans.

Section 5.8(c)

Benefit Plans; Employees; and Employment Practices

Nothing to set forth.

Section 5.8(e)

Benefit Plans; Employees; and Employment Practices

Nothing to set forth.

Section 5.9(a)(i)

Contracts

Nothing to set forth.

| Vendor Name | Address | City | ST | Zip Code | Service | Head (Net) Dollars of Cont. Payments |
|---------------------------------|-------------------------------------|-----------------|----|------------|---|--------------------------------------|
| REDFUNG ELAVISION COMPANY | 40 LAKE STREET | WHITE PLAINS | NY | 10606 | Storage maintenance (from 0) | 1,444,226 |
| MITE ALBERTSONS, INC. | 1300 DANFORD DRIVE | GRANDHART | OH | 43241 | Company Asset Valuation | 49,842.28 |
| MEDIATE SECURITY | 5200 WARMOCK AVENUE | WYANDOTT | RI | 02891-1713 | Security Guard | 62,045.10 |
| NET EOL NETWORK, INC. | 900 WEST SHORE ROAD | PORT WASHINGTON | NY | 11560 | Storage fees | 17,387.50 |
| RFQ GROUP, THE, INC. | 1000 ASHBOURN ROAD, SUITE 250 | ATLANTA | GA | 30318 | Print (to be submitted) | 23,680.00 |
| MILBERGUS | PO BOX 72586 | ATLANTA | GA | 30372-0586 | Credit Card Processor - creditcards and support | 23,680.00 |
| COMPTON USA, INC. | PO BOX 3294 | ATLANTA | GA | 30308-0524 | Compass to Power - maintenance and support | 4,742.10 |
| CPEDIA ENTERPRISE/IT LTD CO LLC | 500 H. GODDARD EXPANDED SUITE 500 | PLANO | TX | 75074 | Fullstack R. outcome on site service | - |
| PROSITY ACCOUNTANT SERVICES | 2003 S. LEBRON BLVD 400 | GRAND | NE | 68630 | CPM JARA Software - maintenance and support | - |
| PRIEST, JAMES | PO BOX 52338 | LOS ANGELES | CA | 90052-0338 | Year Review (CRack) - maintenance and support | - |
| PROFITWORKS, INC. | 312 CALDWINE CENTER | FARMINGTON | NY | 14840 | Consolidate - HUB Us | - |
| MARCO ENERGY | PO BOX 77091 | SCOTTSDALE | AZ | 85277 | Support Call center Service | - |
| ADP WORKFORCE SOLUTIONS | 43 1ST STREET | BOON | MO | 63004 | Facility needs priority - PMAC | 67,940.28 |
| AMM MAINTENANCE LLC | 9 ALBERTSONS DRIVE W | ALBERTSON | NY | 11505-1247 | Technology for store facilities | - |
| REMARKS CONSULT | 200 WEST WOODLAND STREET 11TH FLOOR | CHICAGO | IL | 60606 | Trade publications - software | 4,960.00 |
| STUPPER TRUCK RENT | | | | | | 86,100.14 |
| NEW BIR COBALT INDUSTRIES INC | 6 0 600 3RD | CHICAGO | IL | 60606-0076 | Plan In Program - Hardware and software support | - |
| SOMYER HALL INC | 90 W. WISCONSIN | AN ARS | CA | 94516-9827 | Microsoft Printing Software - maintenance and software support | 1,492.34 |
| STANLEY COMMERCIAL SECURITY | 3010 S. LEBRON BLVD | FARMINGTON | IL | 62501 | Alarm - Monitoring | - |
| TALK CORPORATION | 100 SOUTH LAMAR BLVD SUITE 300 | CHICAGO | IL | 60626-0771 | Employee meal and travel | - |
| TALK CORPORATION | 100 SOUTH LAMAR BLVD SUITE 300 | CHICAGO | IL | 60626-0771 | Verification service | 14,668.99 |
| TERMARK GLOBAL SOLUTIONS LLC | 100 SHERIDAN BLVD SUITE 102 | CHICAGO | IL | 60633 | State Highway Authority - services | 52,268.85 |
| TECHNICAL CONSULTING INC | 200 SHERIDAN BLVD SUITE 102 | CHICAGO | IL | 60633 | IBM Insurance and Joint lease liability | 41,902.34 |
| TYPCA LLC | ONE FOST STREET SUITE 875 | CHICAGO | IL | 60611 | Website Permission and Desktop liability - software and support | - |
| VALERIE ALBERTSON (NET) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 4,950.00 |
| VALERIE ALBERTSON (GROSS) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 108,482.79 |
| VALERIE ALBERTSON (NET) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 62,442.79 |
| VALERIE ALBERTSON (GROSS) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 170,925.64 |
| VALERIE ALBERTSON (NET) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 108,482.79 |
| VALERIE ALBERTSON (GROSS) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 170,925.64 |
| VALERIE ALBERTSON (NET) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 108,482.79 |
| VALERIE ALBERTSON (GROSS) | 2 ALBERTSONS AVENUE SUITE 100 | NEW YORK | NY | 10022 | Receipt station | 170,925.64 |

Section 5.9(b)**Contracts - List of Contracts in Breach and/or Notice of Default Received¹**

| Store No | Location | Status | Default date |
|----------|----------------------------|-----------------------------|--------------|
| 116 | Evergreen Plaza | ten day notice | 9/22/2010 |
| 119 | Ford City | Default | |
| 127 | Cheltenham | Default | |
| 132 | Eastover Plaza | Default - ten day | 9/18/2010 |
| 137 | Lincoln Mall | ten day | 9/15/2010 |
| 151 | Gallery at Market East | ten day | 9/8/2010 |
| 154 | Goodhope Marketplace | breach | 9/2/2010 |
| 157 | Rhode Island | Default - ten day | 9/8/2010 |
| 159 | Forestville | Default | |
| 168 | Southlake Mall | Default - ten day | 9/15/2010 |
| 168 | Southlake Mall | Default - ten day | 9/20/2010 |
| 169 | Cumberland | attorney default - ten day | 9/8/2010 |
| 170 | Olney Plaza | five day notice | 9/20/2010 |
| 175 | Severance Town Center | ten day | 9/20/2010 |
| 177 | The Mall at West end | attorney default - five day | 9/8/2010 |
| 180 | Lincoln Mall | Attorney letter | 8/30/2010 |
| 183 | Concourse | five day | 9/20/2010 |
| 186 | University City Sqaure | default - ten day | 9/24/2010 |
| 187 | Fairfane Meadows | demand for possession | 8/30/2010 |
| 188 | 69th Street | Summons | 8/30/2010 |
| 192 | City Plaza | default - ten day | 9/24/2010 |
| 198 | Stony Island | attorney deliquent notice | 8/30/2010 |
| 198 | Stony Island | default ten day | 9/22/2010 |
| 199 | Martin Luther King Jr. | intent to terminate | 9/22/2010 |
| 201 | Number One Marketplace | | |
| 202 | North Philadelphia Station | Attorney default letter | 9/27/2010 |
| 206 | Baldwin Hills | default | 8/30/2010 |
| 209 | FairfANE Town Center | | |
| 222 | Hammond Aire | | |
| 244 | State Street | default | 9/15/2010 |
| 250 | Security Square | fifteen day notice | 9/20/2010 |
| 264 | Sunny Isla | Default - ten day | 9/22/2010 |
| 272 | Amity Plaza | Default - ten day | 9/24/2010 |
| 277 | Metro Center | default | 9/8/2010 |
| 278 | Stratford Heights | eviction notice | 8/30/2010 |
| 282 | Lee Harvard Mall | ten day | 9/8/2010 |
| 287 | Regency Square Mall | default | 9/22/2010 |
| 296 | Eddystone | default | 9/15/2010 |
| 306 | Glenwood Crossing | default | 9/15/2010 |
| 315 | Springfield Gardens | rent demand | 9/23/2010 |
| 320 | Crenshaw Plaza | ten day | 9/8/2010 |
| 320 | Crenshaw Plaza | ten day | 9/20/2010 |
| 322 | Ashland Ave | ten day | 9/20/2010 |
| 324 | Governors Square | default | 9/23/2010 |
| 328 | Silas Creek Crossing | default | |
| 336 | Market Place Hollywood | three day notice | 9/15/2010 |
| 338 | Cross Creek Mall | default | 8/30/2010 |
| 352 | Forest Park | default | 9/8/2010 |

| | | |
|------------------------------|----------------------|---------------------|
| 353 Boulevard at the Capital | | |
| 358 Woodbridge Mall | summons | 9/17/2010 Duplicate |
| 368 Eastland Mall | Delinquent | 9/8/2010 |
| 370 Hilltop Mall | pay or quit | 9/8/2010 |
| 373 Plaza on the Boulevard | | |
| 374 Southlake Mall | default | 8/27/2010 |
| 380 Town & Country | | |
| 381 Richmond Town Center | notice to vacate | 9/2/2010 |
| 382 Pierre Bossier | notice to vacate | 9/23/2010 |
| 399 Broward Mall | ten day | 9/8/2010 |
| 400 Greenspoint Mall | default | 9/8/2010 |
| 402 The Boulevard | five day notice | 9/8/2010 |
| 407 Oglethorpe | | |
| 411 Northgate Mall | Default- five day | 9/8/2010 |
| | default | 9/27/2010 |
| | default | 9/23/2010 |
| 418 Edgewood Station | | |
| 422 Northpark Mall | | |
| 432 Siegen Plaza | default | 9/22/2010 |
| 434 Pyramids Village | default | 9/20/2010 |
| 435 Chicago Building | five day notice | 9/20/2010 |
| 437 St. Charles Town Center | Summons | 9/15/2010 |
| 447 Englewood Plaza | LL Five day notice | 9/20/2010 |
| 448 Bowie Town Center | Failure to pay | 9/22/2010 |
| 449 Shops at White Oaks | Attorney pay or quit | 9/22/2010 |
| 452 Orlando Square | default | 9/15/2010 |
| 465 Parkwest Town Center | default | 9/15/2010 |
| 6420 Corp Office | default | 9/15/2010 |
| Corp Office | Summons | 9/27/2010 |

1. For a list of Non-Real Property Contracts in which the Seller or the Selling Entities may have breached, please see the Non-Real Property Contracts with estimated cure payments greater than \$0.00 that are listed on the list of estimated cure payments delivered pursuant to Section 5.9 of the Asset Purchase Agreement, dated September 21, 2010.

2. The Real Property Leases for which the Seller or the Selling Entities have received default notices on or are in default are identified on this Schedule by the Store Number associated such lease.

Section 5.10(a)

Intellectual Property

[See attached]

Urban Brands, Inc.

Trademark Image Report

Printed: 3/3/2010

Page 1

| COUNTRY | REFERENCE# | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
|---------|------------|-------|-------|-------|------|--------|---------|
|---------|------------|-------|-------|-------|------|--------|---------|

100% GIRLS

| | | | | | | | |
|--|------------|-----------|------------|-----------|-----------|-----------|---------|
| UNITED STATES | T32361US00 | 3/25/1998 | 75/457,065 | 12/7/1999 | 2,298,918 | ABANDONED | 025,035 |
| 025 - children's clothing, namely pants, shirts, dresses, jackets, socks, footwear, gloves and mittens; and underwear, namely underpants and undershirts 035 - retail clothing store services | | | | | | | |

ARE YOU THE NEXT GREAT WOMAN OF STYLE?

Are You the Next Great Woman of Style?

| | | | | | | | |
|---|------------|----------|------------|-----------|-----------|------------|-----|
| UNITED STATES | T32320US00 | 3/4/2006 | 78/590,410 | 2/28/2006 | 3,063,310 | REGISTERED | 035 |
| 035 - retail store and online retail store services in the field of women's apparel and accessories | | | | | | | |

ASHLEY STEWART

| | | | | | | | |
|---|------------|----------|--------|----------|--------|------------|-----|
| MEXICO | T32291MX00 | 9/4/1998 | 623818 | 9/4/2008 | 623818 | REGISTERED | 025 |
| 025 - Articles of clothing including lingerie, suits, dresses, blazers, pantyhose, pants, shirts, blouses, jackets, jogging suits, socks, sweaters and shoes. | | | | | | | |

| | | | | | | | |
|---|------------|----------|--------|----------|--------|------------|-----|
| MEXICO | T32291MX01 | 9/4/1998 | 649966 | 9/4/2008 | 649966 | REGISTERED | 042 |
| 042 - Wholesale, distribution and retail services including retail store services in connection with jewelry, watches, cosmetics, fragrances and apparel. | | | | | | | |

| | | | | | | | |
|---------------|------------|-----------|------------|--|--|---------|-----------------------------------|
| UNITED STATES | T32291US00 | 5/14/2001 | 76/257,528 | | | PENDING | 006,014,020 021,024,027 035 |
|---------------|------------|-----------|------------|--|--|---------|-----------------------------------|

006 - metal curtain rings

014 - clocks, watches, watch bands, candlesticks of precious metal, candle rings of precious metal, napkin rings of precious metal

020 - home furnishings, namely, pillows, picture frames; non-metal curtain rings; curtain rods; window blinds; clothes hangers; coat hangers; magazine racks; mirrors; fitted slip covers; window shades

021 - home furnishings, namely, wastepaper baskets, facial tissue holders, toilet tissue holders, paper towel holders; plastic bath racks; flower baskets; wicker baskets; fitted picnic baskets; candlesticks not of precious metal; candle rings not of precious metal; napkin rings not of precious metal

024 - handkerchiefs, bed linens, namely, comforters, pillow cases, sheets, mattress covers, mattress liners, blankets, bed spreads, pillow shams; bath room linens, namely, towels, wash cloths and fabric bath mats; home linens, namely, kitchen towels, dish washing cloths, window curtains, window drapes; fabric shower curtains; plastic shower curtains; non-fitted cushion covers

027 - home furnishings, namely, area rugs and carpeting; plastic or rubber bath mats

035 - retail store services in the fields of personal care products, linens, and home furnishings

| | | | | | | | |
|---|------------|------------|------------|--|--|---------|-----|
| UNITED STATES | T32291US01 | 10/25/2001 | 78/330,074 | | | PENDING | 020 |
| 020 - furniture, namely, tables, chairs, couches, beds, cabinets, dressers, desks | | | | | | | |

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|---------------|------------|-----------|------------|----------|-----------|------------|---------|
| UNITED STATES | T32291US02 | 6/14/2001 | 75/982,187 | 4/4/2006 | 3,078,982 | REGISTERED | 018,026 |
|---------------|------------|-----------|------------|----------|-----------|------------|---------|

018 - handbags, purses, and wallets

026 - buttons and ornamental novelty pins

| | | | | | | | |
|---------------|------------|------------|------------|-----------|-----------|------------|-------------|
| UNITED STATES | T32291US03 | 10/28/1992 | 74/326,589 | 3/25/1997 | 2,046,868 | REGISTERED | 014,025,042 |
|---------------|------------|------------|------------|-----------|-----------|------------|-------------|

014 - jewelry

025 - women's clothing; namely, lingerie, suits, dresses, blazers, panty hose, pants, shirts, blouses, jackets, jogging suits, socks and sweaters

042 - retail store services in connection with women's apparel

| COUNTRY | REFERENCE# | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
|---------|------------|-------|-------|-------|------|--------|---------|
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ASHLEY STEWART *continued* . . .

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|---------------|------------|-----------|------------|-----------|-----------|-----------|-----|
| UNITED STATES | T32291US04 | 11/3/1997 | 75/383,329 | 3/27/2001 | 2,438,806 | ABANDONED | 003 |
|---------------|------------|-----------|------------|-----------|-----------|-----------|-----|

003 - personal care products for the hair, skin and nails, cosmetics and fragrances, namely, perfume, eau de perfume, eau de cologne, toilet water, pre-shave and after shave lotions; perfumed body oil and lotion, bath oil; talcum powder, toilet and beauty soaps; preparations for the face and body, namely, skin cleansing and moisturizing creams, balms, milks, gels, emulsions, lotions, and creams; lip lotion and cream; hand lotion and cream; foundation creams and cover base; beauty and facial masks, gels and packs; day and night creams; eye-wrinkle creams and sticks; sun care preparations, namely, sun cream, sun milk, sun oil and after-sun liquids; spray, liquid or powder personal deodorants and antiperspirants; eye makeup, face makeup, and cover sticks; liquid, cream, gel or powder rouges and blushes; lipstick, lip gloss, lip shine, lip balm creams and sticks; essential oils and ambergris for use in making perfumes and/or cosmetics; preparations for the hair, namely, shampoo, conditioner, rinse, dressing and hair treatment lotions, hair oils, tonics and pomades, hair sprays; nail enamel, nail hardeners, nail polish, nail polish base coat, nail polish remover, nail polish top coat, nail strengtheners, pre-moistened cosmetic tissues, wipes and towelettes; denture cleaning preparations, dentifrices, dental gels, toothpastes, depilatories

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|---------------|------------|--|--|--|--|----------|-----|
| UNITED STATES | T32291US05 | | | | | PROPOSED | 003 |
|---------------|------------|--|--|--|--|----------|-----|

003 - personal care products for the hair, skin and nails, cosmetics and fragrances, namely, perfume, eau de perfume, eau de cologne, toilet water, pre-shave and after shave lotions; perfumed body oil and lotion, bath oil; talcum powder, toilet and beauty soaps; preparations for the face and body, namely, skin cleansing and moisturizing creams, balms, milks, gels, emulsions, lotions, and creams; lip lotion and cream; hand lotion and cream; foundation creams and cover base; beauty and facial masks, gels and packs; day and night creams; eye-wrinkle creams and sticks; sun care preparations, namely, sun cream, sun milk, sun oil and after-sun liquids; spray, liquid or powder personal deodorants and antiperspirants; eye makeup, face makeup, and cover sticks; liquid, cream, gel or powder rouges and blushes; lipstick, lip gloss, lip shine, lip balm creams and sticks; essential oils and ambergris for use in making perfumes and/or cosmetics; preparations for the hair, namely, shampoo, conditioner, rinse, dressing and hair treatment lotions, hair oils, tonics and pomades, hair sprays; nail enamel, nail hardeners, nail polish, nail polish base coat, nail polish remover, nail polish top coat, nail strengtheners, pre-moistened cosmetic tissues, wipes and towelettes; denture cleaning preparations, dentifrices, dental gels, toothpastes, depilatories



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|---------------|------------|-----------|------------|--|--|---------|-----|
| UNITED STATES | T34502US00 | 1/30/2008 | 77/383,905 | | | PENDING | 025 |
|---------------|------------|-----------|------------|--|--|---------|-----|

025 - women's clothing, namely lingerie



| COUNTRY | REFERENCE# | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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|---------|------------|-------|-------|-------|------|--------|---------|

GREAT WOMEN OF STYLE

UNITED STATES T32317US00 10/16/1997 75/374,629 8/3/1999 2,266,303 REGISTERED 035
 035 - retail store services in the field of women's apparel and accessories

KNIGHTWEAR

UNITED STATES T32688US00 7/7/2006 78/924,470 ABANDONED 025
 025 - Clothing, namely, pajamas, lounging pajamas, nightgowns, nightshirts, negligees, bed jackets, robes

KNIGHTWEAR BY ASHLEY STEWART

UNITED STATES T32699US00 8/9/2006 78/948,053 ABANDONED 025
 025 - Clothing, namely, pajamas, lounging pajamas, nightgowns, nightshirts, negligees, bed jackets, robes



| COUNTRY | REFERENCE# | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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| URBAN BRANDS | | | | | | | |
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|---------------|------------|------------|------------|----------|-----------|------------|-----|
| UNITED STATES | T32360US00 | 12/31/1997 | 75/413,469 | 8/5/2003 | 2,747,468 | REGISTERED | 035 |
|---------------|------------|------------|------------|----------|-----------|------------|-----|

035 - business management, consultation, planning and supervision services in the area of retail establishments

END OF REPORT

TOTAL ITEMS SELECTED = 29

**All Matters by Client For: Urban Brands Inc.
135033**

| Client/Matter No. Title/Trademark Client Reference | Status | Country | Property Type Sub Type | Application No. Filing Date | Pat/Reg No. Registration Date | Responsible Attorneys |
|--|--------|---------|---------------------------|--------------------------------|----------------------------------|--------------------------|
|--|--------|---------|---------------------------|--------------------------------|----------------------------------|--------------------------|

| | | | | | | |
|--|-----------|--------------------------|-----------|-----------------------|--|--|
| 135033-3013 ASHLEY SPORT & DESIGN | Published | United States of America | Trademark | 767701486 2/4/2010 | | Sickler, Jennifer S. Lechner-Fish, Teresa |
| <p>Owner: Urban Brands Inc. Classes: 25 Goods/Services: 25 - Clothing and active wear, namely, sweat pants, sweat shirts, sport shorts, sport pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and hats Remarks: 7/9/10: Postcard receipt dated 7/6/10 received</p> | | | | | | |



| | | | | | | |
|---|---------|--------------------------|-----------|-----------------------|--|--|
| 135033-3014 ASHLEY SPORT(WORD) | Pending | United States of America | Trademark | 767701488 2/4/2010 | | Sickler, Jennifer S. Lechner-Fish, Teresa |
| <p>Owner: Urban Brands Inc. Classes: 25 Goods/Services: 25 - Clothing and active wear, namely, sweat pants, sweat shirts, sport shorts, sport pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and hats Remarks:</p> | | | | | | |

**All Matters by Client For: Urban Brands Inc.
135033**

| Client/Matter No Title/Trademark Client Reference | Status | Country | Property Type Sub Type | Application No. Filing Date | Pat/Reg No. Registration Date | Responsible Attorneys |
|---|--------|---------|---------------------------|--------------------------------|----------------------------------|--------------------------|
|---|--------|---------|---------------------------|--------------------------------|----------------------------------|--------------------------|

135033-3018 Pending
A LUX & DBSIGN

Sickler, Jennifer S.
Lechner-Fish, Teresa



Owner: Urban Brands, Inc
Classes: 14, 26, 35

Goods/Services: 14 - Jewelry, namely, earrings, necklaces, rings, pendants, brooches, toe rings, bracelets, cufflinks, and hair ornaments

35 - Retail store services in the field of women's jewelry
26 - Hair ornaments

Remarks:

76702021
3/12/2010

Trademark

135033-7002 Pending
ASLEY SPORT (word)

Sickler, Jennifer S.

1109581
8/4/2010

Trademark

Owner: Urban Brands, Inc
Classes: 25

Goods/Services: 25 - Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shorts, sport shirts, sport pants, jackets, socks, tights, sports bras, and hats

Remarks:

**All Matters by Client For: Urban Brands Inc.
135033**

| Client/Matter No Title/Trademark | Status | Country | Property Type | Application No. Filing Date | Pat/Reg No. Registration Date | Responsible Attorneys |
|--|---------|---|-----------------------|--------------------------------|----------------------------------|--|
| 135033-7003 ASHLEY SPORT (design) | Pending | Mexico | Sub Type Trademark | 1109333 8/4/2010 | | Sickler, Jennifer S. |
| Owner: Classes: Goods/Services: | | Urban Brands, Inc 25 25 - Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and hats | | | | |
| Remarks: | | | | | | |
| 135033-7004 ASHLEY SPORT | Pending | Canada | Trademark | 1490775 7/30/2010 | | Sickler, Jennifer S. Lechman-Fish, Teresa |
| Owner: Classes: Goods/Services: | | Urban Brands, Inc -- Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and hats -- Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shirts, sport shorts, sport pants, jackets, socks, tights, sports bras, and hats | | | | |
| Remarks: | | | | | | |

**All Matters by Client For: Urban Brands Inc.
135033**

| Client/Matter No TME/Trademark Client Reference | Status | Country | Property Type Sub Type | Application No. Filing Date | Pat/Reg No. Registration Date | Responsible Attorneys |
|--|---------|---------|---------------------------|--------------------------------|----------------------------------|--|
| 135033-7005 ASHLEY SPORT & DESIGN | Pending | Canada | Trademark | 1490774 7/30/2010 | | Siedler, Jennifer S. Lechner-Fish, Teresa |
| <p>Owner: Urban Brands, Inc</p> <p>Classes: -</p> <p>Goods/Services: - - Clothing and active wear, namely, sweat pants, sweat shirts, yoga pants, sport shorts, sport shirts, sport pants, jackets, socks, tights, sports bras, and hats</p> <p>Remarks:</p> | | | | | | |
| 135033-7006 A LUX & DESIGN | Pending | Canada | Trademark | | | Siedler, Jennifer S. Lechner-Fish, Teresa |
| <p>Owner: Urban Brands, Inc</p> <p>Classes: -</p> <p>Goods/Services: - - Jewelry, namely, earrings, necklaces, rings, pendants, brooches, toe rings, bracelets, cuff links, and hair ornaments</p> <p>Remarks:</p> | | | | | | |



**All Matters by Client For: Urban Brands Inc.
135033**

| Client/Matter No | Status | Country | Property Type | Application No. Filing Date | Pat/Reg No. Registration Date | Responsible Attorneys |
|------------------|---------|---------|---------------|--------------------------------|----------------------------------|--|
| 135033-7007 | Pending | Mexico | Trademark | 1119011 9/10/2010 | | Sickler, Jennifer S. Lechner-Fish, Teresa |

Owner: Urban Brands, Inc
Classes: 14
Goods/Services: 14 - Jewelry, namely, earrings, necklaces, rings, pendants, brooches, toe rings, bracelets, cuff links
Remarks:

| | | | | | | |
|-------------|---------|--------|-----------|----------------------|--|--|
| 135033-7008 | Pending | Mexico | Trademark | 1119009 9/10/2010 | | Sickler, Jennifer S. Lechner-Fish, Teresa |
|-------------|---------|--------|-----------|----------------------|--|--|

Owner: Urban Brands, Inc
Classes: 26
Goods/Services: 26 - Hair ornaments
Remarks:

All Matters by Client For: **Urban Brands Inc.**
135033

| Client/Matter No | Status | Country | Property Type | Application No. | Pat/Reg No. | Responsible |
|------------------|-----------------|---------|---------------|-----------------|-------------------|--|
| Client Reference | Title/Trademark | | Sub Type | Filing Date | Registration Date | Attorneys |
| 135033-7009 | Pending | Mexico | Trademark | 1119010 | | Sickler, Jennifer S. Lechner-Fish, Teresa |
| A LUX & DESIGN | | | | 9/10/2010 | | |

Owner: Urban Brands, Inc
 Classes: 35
 Goods/Services: 35 - Retail store services in the field of women's jewelry
 Remarks:

CRA
19831.005



UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, Virginia 22313-1450
www.uspto.gov

| APPLICATION NUMBER | FILING or 371(c) DATE | ORF ART UNIT | FIL. FEE REC'D | ATTY. DOCKET NO | TOT CLAIMS | IND CLAIMS |
|--------------------|-----------------------|--------------|----------------|-----------------|------------|------------|
| 12/228,073 | 02/08/2008 | | 2936 | P30834US00 | 53 | 1 |

CONFIRMATION NO. 5568

UPDATED FILING RECEIPT



28381
ARNOLD & PORTER LLP
ATTN: IP DOCKETING DEPT.
555 TWELFTH STREET, N.W.
WASHINGTON, DC 20004-1206

Date Mailed: 06/30/2009

Receipt is acknowledged of this non-provisional patent application. The application will be taken up for examination in due course. Applicant will be notified as to the results of the examination. Any correspondence concerning the application must include the following identification information; the U.S. APPLICATION NUMBER, FILING DATE, NAME OF APPLICANT, and TITLE OF INVENTION. Fees transmitted by check or draft are subject to collection. Please verify the accuracy of the data presented on this receipt. If an error is noted on this Filing Receipt, please submit a written request for a Filing Receipt Correction. Please provide a copy of this Filing Receipt with the changes noted thereon. If you received a "Notice to File Missing Parts" for this application, please submit any corrections to this Filing Receipt with your reply to the Notice. When the USPTO processes the reply to the Notice, the USPTO will generate another Filing Receipt incorporating the requested corrections

Applicant(s)

Melii Maria Jimenez, Secaucus, NJ;
Jill Scott, Philadelphia, PA;

Power of Attorney: The patent practitioners associated with Customer Number 28381

Domestic Priority data as claimed by applicant

Foreign Applications

If Required, Foreign Filing License Granted: 02/25/2008

The country code and number of your priority application, to be used for filing abroad under the Paris Convention, is US 12/228,073

Projected Publication Date: 10/08/2009

Non-Publication Request: No

Early Publication Request: No

Title

Brassiere

Preliminary Class



PROTECTING YOUR INVENTION OUTSIDE THE UNITED STATES

Since the rights granted by a U.S. patent extend only throughout the territory of the United States and have no effect in a foreign country, an inventor who wishes patent protection in another country must apply for a patent

in a specific country or in regional patent offices. Applicants may wish to consider the filing of an international application under the Patent Cooperation Treaty (PCT). An international (PCT) application generally has the same effect as a regular national patent application in each PCT-member country. The PCT process simplifies the filing of patent applications on the same invention in member countries, but does not result in a grant of "an international patent" and does not eliminate the need of applicants to file additional documents and fees in countries where patent protection is desired.

Almost every country has its own patent law, and a person desiring a patent in a particular country must make an application for patent in that country in accordance with its particular laws. Since the laws of many countries differ in various respects from the patent law of the United States, applicants are advised to seek guidance from specific foreign countries to ensure that patent rights are not lost prematurely.

Applicants also are advised that in the case of inventions made in the United States, the Director of the USPTO must issue a license before applicants can apply for a patent in a foreign country. The filing of a U.S. patent application serves as a request for a foreign filing license. The application's filing receipt contains further information and guidance as to the status of applicant's license for foreign filing.

Applicants may wish to consult the USPTO booklet, "General Information Concerning Patents" (specifically, the section entitled "Treaties and Foreign Patents") for more information on timeframes and deadlines for filing foreign patent applications. The guide is available either by contacting the USPTO Contact Center at 800-786-9199, or it can be viewed on the USPTO website at <http://www.uspto.gov/web/offices/pac/doc/general/index.html>.

For information on preventing theft of your intellectual property (patents, trademarks and copyrights), you may wish to consult the U.S. Government website, <http://www.stopfakes.gov>. Part of a Department of Commerce initiative, this website includes self-help "toolkits" giving innovators guidance on how to protect intellectual property in specific countries such as China, Korea and Mexico. For questions regarding patent enforcement issues, applicants may call the U.S. Government hotline at 1-866-999-HALT. (1-866-999-4158).

LICENSE FOR FOREIGN FILING UNDER

Title 35, United States Code, Section 184

Title 37, Code of Federal Regulations, 5.11 & 5.15

GRANTED

The applicant has been granted a license under 35 U.S.C. 184, if the phrase "IF REQUIRED, FOREIGN FILING LICENSE GRANTED" followed by a date appears on this form. Such licenses are issued in all applications where the conditions for issuance of a license have been met, regardless of whether or not a license may be required as set forth in 37 CFR 5.15. The scope and limitations of this license are set forth in 37 CFR 5.15(a) unless an earlier license has been issued under 37 CFR 5.15(b). The license is subject to revocation upon written notification. The date indicated is the effective date of the license, unless an earlier license of similar scope has been granted under 37 CFR 5.13 or 5.14.

This license is to be retained by the licensee and may be used at any time on or after the effective date thereof unless it is revoked. This license is automatically transferred to any related applications(s) filed under 37 CFR 1.53(d). This license is not retroactive.

The grant of a license does not in any way lessen the responsibility of a licensee for the security of the subject matter as imposed by any Government contract or the provisions of existing laws relating to espionage and the national security or the export of technical data. Licensees should apprise themselves of current regulations especially with respect to certain countries, of other agencies, particularly the Office of Defense Trade Controls, Department of State (with respect to Arms, Munitions and Implements of War (22 CFR 121-128)); the Bureau of Industry and Security, Department of Commerce (15 CFR parts 730-774); the Office of Foreign Assets Control, Department of Treasury (31 CFR Parts 500+) and the Department of Energy.

NOT GRANTED

No license under 35 U.S.C. 184 has been granted at this time, if the phrase "IF REQUIRED, FOREIGN FILING LICENSE GRANTED" DOES NOT appear on this form. Applicant may still petition for a license under 37 CFR 5.12, if a license is desired before the expiration of 6 months from the filing date of the application. If 6 months has lapsed from the filing date of this application and the licensee has not received any indication of a secrecy order under 35 U.S.C. 181, the licensee may foreign file the application pursuant to 37 CFR 5.15(b).

CRA
19831.005



UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
Address: COMMISSIONER FOR PATENTS
P.O. Box 1472
Alexandria, Virginia 22315-1472
www.uspto.gov

| APPLICATION NUMBER | FILING or 371(e) DATE | GRP ART UNIT | FIL FES RECD | ATTY DOCKET NO | TOY CLAIMS | IND CLAIMS |
|--------------------|-----------------------|--------------|--------------|----------------|------------|------------|
| 12/367,504 | 02/07/2009 | 3765 | 2936 | P30834US01 | 53 | 1 |

CONFIRMATION NO. 1045

UPDATED FILING RECEIPT

28381
ARNOLD & PORTER LLP
ATTN: IP DOCKETING DEPT.
555 TWELFTH STREET, N.W.
WASHINGTON, DC 20004-1206



Date Mailed: 06/30/2009

Receipt is acknowledged of this non-provisional patent application. The application will be taken up for examination in due course. Applicant will be notified as to the results of the examination. Any correspondence concerning the application must include the following identification information: the U.S. APPLICATION NUMBER, FILING DATE, NAME OF APPLICANT, and TITLE OF INVENTION. Fees transmitted by check or draft are subject to collection. Please verify the accuracy of the data presented on this receipt. If an error is noted on this Filing Receipt, please submit a written request for a Filing Receipt Correction. Please provide a copy of this Filing Receipt with the changes noted thereon. If you received a "Notice to File Missing Parts" for this application, please submit any corrections to this Filing Receipt with your reply to the Notice. When the USPTO processes the reply to the Notice, the USPTO will generate another Filing Receipt incorporating the requested corrections

Applicant(s)

Melfi Maria Jimenez, Secaucus, NJ;
Jill Scott, Philadelphia, PA;

Power of Attorney: The patent practitioners associated with Customer Number 28381

Domestic Priority data as claimed by applicant

Foreign Applications

EUROPEAN (EU) OFFICE FOR HARMONIZATION I 984505-0001 08/08/2008
EUROPEAN (EU) OFFICE FOR HARMONIZATION I 984505-0002 08/08/2008

If Required, Foreign Filing License Granted: 02/18/2009

The country code and number of your priority application, to be used for filing abroad under the Paris Convention, is **US 12/367,504**

Projected Publication Date: 02/11/2010

Non-Publication Request: No

Early Publication Request: No



Title

Brassiere

Preliminary Class

450

PROTECTING YOUR INVENTION OUTSIDE THE UNITED STATES

Since the rights granted by a U.S. patent extend only throughout the territory of the United States and have no effect in a foreign country, an inventor who wishes patent protection in another country must apply for a patent in a specific country or in regional patent offices. Applicants may wish to consider the filing of an international application under the Patent Cooperation Treaty (PCT). An International (PCT) application generally has the same effect as a regular national patent application in each PCT-member country. The PCT process simplifies the filing of patent applications on the same invention in member countries, but does not result in a grant of "an International patent" and does not eliminate the need of applicants to file additional documents and fees in countries where patent protection is desired.

Almost every country has its own patent law, and a person desiring a patent in a particular country must make an application for patent in that country in accordance with its particular laws. Since the laws of many countries differ in various respects from the patent law of the United States, applicants are advised to seek guidance from specific foreign countries to ensure that patent rights are not lost prematurely.

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GRANTED

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set forth in 37 CFR 5.15. The scope and limitations of this license are set forth in 37 CFR 5.15(a) unless an earlier license has been issued under 37 CFR 5.15(b). The license is subject to revocation upon written notification. The date indicated is the effective date of the license, unless an earlier license of similar scope has been granted under 37 CFR 5.13 or 5.14.

This license is to be retained by the licensee and may be used at any time on or after the effective date thereof unless it is revoked. This license is automatically transferred to any related applications(s) filed under 37 CFR 1.53(d). This license is not retroactive.

The grant of a license does not in any way lessen the responsibility of a licensee for the security of the subject matter as imposed by any Government contract or the provisions of existing laws relating to espionage and the national security or the export of technical data. Licensees should apprise themselves of current regulations especially with respect to ~~certain countries, of other agencies, particularly the Office of Defense Trade Controls, Department of State (with respect to Arms, Munitions and Implements of War (22 CFR 121-128)); the Bureau of Industry and Security, Department of Commerce (15 CFR parts 730-774); the Office of Foreign Assets Control, Department of Treasury (31 CFR Parts 500+) and the Department of Energy.~~

NOT GRANTED

No license under 35 U.S.C. 184 has been granted at this time, if the phrase "IF REQUIRED, FOREIGN FILING LICENSE GRANTED" DOES NOT appear on this form. Applicant may still petition for a license under 37 CFR 5.12, if a license is desired before the expiration of 6 months from the filing date of the application. If 6 months has lapsed from the filing date of this application and the licensee has not received any indication of a secrecy order under 35 U.S.C. 181, the licensee may foreign file the application pursuant to 37 CFR 5.15(b).

Section 5.10(b)

Intellectual Property

See Item 2 in Section 5.10(c) of this Seller Disclosure Schedule.

Section 5.10(c)

Intellectual Property

1. Urban Brands filed an application (the "Application") with the US Patent & Trademark office for use of a mark (goods and services category) for which the Application is being contested by Ashley Furniture Industries, Inc. ("Ashley Furniture"). Ashley Furniture filed an opposition for such use. The Parties are hopeful that they can resolve this matter.
2. *Urban Brands Inc. v. J. Heather, Inc. and Jill Scott*. Case is pending in federal court in the District of New Jersey. J. Heather, Inc. and Jill Scott (collectively "Scott") allege that (1) royalty payments owed to Scott under the parties' Product Development and Endorsement Agreement (the "Agreement"); and (2) Urban Brands is infringing on Scott's trademark and publicity rights by continuing to sell the Jill Scott product line following expiration of the Agreement.

Section 5.11(a)

Taxes

1. Tax Returns related to the tax liens and warrants listed as Item 3 on Schedule 1.1(c) (Encumbrances) to the Agreement.
2. Tax Returns related to the Tax audits in progress and disclosed in the attached summary.

| Attachment to Selfier Declorator Schedule Section 511(a) | | | | | | | | | | | | |
|---|--------------|-------------------|---|----------------------|--------------|--|-----------|----------|---------|-----------|----------------------|-----------------|
| Summary of Tax Audits in Progress for Urban Brands, Inc. and its Subsidiaries | | | | | | | | | | | | |
| Company | Jurisdiction | Audit Period | Next Scheduled Appointment | State of Limitations | Audit Status | Audit Issues | Tax | Interest | Penalty | Total | Projected Assessment | Assessed Amount |
| <i>A. Income Tax</i> | | | | | | | | | | | | |
| Urban Brands | New Jersey | FY 1993 - 1995 | Auditor provided explanations for adjustments | 12/31/2010 | Disagree | Interest Addback and AMA | 966,336 | \$96,328 | 49,342 | 1,652,606 | | 0 |
| <i>B. Sales and Use Tax</i> | | | | | | | | | | | | |
| Urban Brands | New Jersey | 1995/96 - 6/30/97 | Third party pursuing various sales tax credits. Due to summary credits needed to be part of audit to be eligible. | 12/31/2010 | In Progress | Use Tax - Fixed Assets, Expense Accounts | 109,219 | 73,941 | 6,735 | 189,895 | | 135,512 |
| Large Apparel of OH | Ohio | 2010/04 - 1/31/08 | Auditor preparing worksheets. | N/A | In Progress | Use Tax - Fixed Assets, Expense Accounts | 60,000 | 12,000 | 9,000 | 81,000 | | 27,981 |
| Total | | | | | | | 1,156,055 | 682,269 | 65,077 | 1,903,401 | 0 | 163,093 |

Section 5.11(b)

Taxes

1. See disclosures set forth in Section 5.11(a) of this Seller Disclosure Schedule.
2. Approximately \$825,000 in sales and use Taxes relating to the period prior to the date of the Agreement are either currently due and owing or will become due and owing to various Governmental Authorities in the ordinary course of business.

Section 5.14

Permits

Nothing to set forth.

Section 5.17

Banks

[See attached]

Attachment to Seller Disclosure Schedule Section 5.17

| Selling Entities' Banks | | | Per Page | Authorized Persons |
|--|---------------------------------|-------------------------------|-------------------------------|--------------------|
| BANK | ACCOUNT NAME | BANK ADDRESS | CITY, STATE, ZIP | |
| BANK OF AMERICA | URBAN BRANDS INC | 100 FEDERAL ST | BOSTON, MA 02110 | Treasurer |
| CAPITAL ONE | LARGE APPAREL OF LOUISIANA | 201 ST. CHARLES AVE 2ND FLOOR | NEW ORLEANS, LA 70170 | Treasurer |
| MARQUETTE BANK | LARGE APPAREL OF ILLINOIS | 10900 W. 131st ST. | ORLAND PARK, IL 60462 | Treasurer |
| CHASE | LARGE APPAREL OF MICHIGAN | PO BOX 240180 | BATON ROUGE, LA 70825-0180 | Treasurer |
| CHARITR ONE | ASHLEY STEWART LTD | PO BOX 42001 | PROVIDENCE, RI 02940-2001 | Treasurer |
| SUNTRUST BANK | ASHLEY STEWART LTD | 3550 DONNELLS DR. | FORESTVILLE, MD 20747 | Treasurer |
| WACHOVIA | ASHLEY STEWART | PO BOX 163966 | CHARLOTTE, NC 28262-3966 | Treasurer |
| HARRIS BANK | LARGE APPAREL OF ILLINOIS | PO BOX 94033 | PALATINE, IL 60094-4033 | Treasurer |
| HUNTINGTON BANK | LAROB APPAREL OF OHIO | PO BOX 1558 | COLUMBUS, OH 43214-1558 | Treasurer |
| M & T BANK | ASHLEY STEWART LTD | 2865 ALABAMA AVE, SE | WASHINGTON, DC 20020 | Treasurer |
| FIRST TENNESSEE BANK | LARGE APPAREL OF TENNESSEE | PO BOX 84 | MEMPHIS, TN 38101 | Treasurer |
| SOVEREIGN BANK | LARGE APPAREL OF PENNSYLVANIA | 1 SOVEREIGN WAY | EAST PROVIDENCE, RI 02915 | Treasurer |
| KEY BANK | LARGE APPAREL OF NEW YORK | PO BOX 22114 | ALBANY, NY 12201-2114 | Treasurer |
| MB FINANCIAL | LARGE APPAREL OF ILLINOIS | 6111 NORTH RIVER ROAD | ROSEMONT, IL 60018 | Treasurer |
| ROYAL BANK OF MISSOURI | ASHLEY STEWART | 8021 OLIVE BOULEVARD | ST. LOUIS, MISSOURI 63140 | Treasurer |
| GATEWAY NATL (now Central Bank of KC) | LARGE APPAREL OF MISSOURI | 3472 NORTH UNION BLVD. | ST. LOUIS, MISSOURI 63115 | Treasurer |
| UMB BANK | LARGE APPAREL OF MISSOURI | PO BOX 419226 | KANSAS CITY, MO 64141-9226 | Treasurer |
| CITIBANK | LARGE APPAREL OF CALIFORNIA | PO BOX 26892 | SAN FRANCISCO, CA 94126-8992 | Treasurer |
| U.S. BANK | LARGE APPAREL OF OHIO | PO BOX 1800 | ST. PAUL, MN 55101-8800 | Treasurer |
| WELLS FARGO | ASHLEY STEWART | PO BOX 6295 | PORTLAND, OR 97228-6995 | Treasurer |
| FIFTH THIRD BANK | LARGE APPAREL OF OHIO | PO BOX 600900 | CINCINNATI, OH 45263-0900 | Treasurer |
| BANCO POPULAR | MARIANNE VINCE | PO BOX 162706 | SAN JUAN, PR 00916-2706 | Treasurer |
| SHORE BANK | LARGE APPAREL OF ILLINOIS | 7054 S. JEFFERY BLVD. | CHICAGO, IL 60649 | Treasurer |
| REGIONS BANK | LARGE APPAREL OF MISSOURI | 10649 ST. CHARLES ROCK RD. | ST. ANN, MO 63074 | Treasurer |
| TRUSTMARK | LARGE APPAREL OF MISSISSIPPI | 50 GOODMAN RD. | SOUTHAVEN, MS 38671 | Treasurer |
| PNC BANK | LARGE APPAREL OF OHIO | PO BOX 609 | FITTSBURG, PA 15230-9739 | Treasurer |
| BENEFICIAL SAVINGS BANK | LARGE APPAREL OF PENNSYLVANIA | 530 WALNUT STREET | PHILADELPHIA, PA 19106 | Treasurer |
| TD BANK | LARGE APPAREL OF NEW JERSEY | 101 HADDONFIELD RD. | CHERRY HILL, NJ 08002 | Treasurer |
| ALFANI BANK | LARGE APPAREL OF ALABAMA | PO BOX 1237 | ALEXANDER CITY, AL 35011-1237 | Treasurer |
| CHEY CHASE BANK | LARGE APPAREL OF MARYLAND | 6200 CHEVY CHASE DR. | L AUREL, MD 20707 | Treasurer |
| MET BANK | LARGE APPAREL OF WISCONSIN | PO BOX 2045 | MILWAUKEE, WI 53201-2045 | Treasurer |
| FIRST MIDWEST BANK | LARGE APPAREL OF INDIANA | 1975 W RIDGE ROAD | GARY, IN 46408 | Treasurer |
| SUBURBAN BANK & TRUST | LARGE APPAREL OF INDIANA | PO BOX 419 | ELMHURST, IL 60126-0419 | Treasurer |
| BBAT | MARIANNE USER INC | 1205 NW 40th AVE | LAUDERDALE, FL 33313 | Treasurer |
| CAPITAL CITY BANK | LARGE APPAREL OF FLORIDA | PO BOX 900 | TALLAHASSEE, FL 32302-0900 | Treasurer |
| PRESTON NATIONAL BANK | LARGE APPAREL OF TEXAS | 5444 LBJ FREEWAY | DALLAS, TX 75240 | Treasurer |
| FIRST AMERICAN BANK | LAROB APPAREL OF LOUISIANA | PO BOX 230 | MARVEY, LA 70458 | Treasurer |
| TOY BANK | LARGE APPAREL OF ILLINOIS | 900 W JOLIET RD | WILLOWBROOK, IL 60527 | Treasurer |
| WOODFORD NATL BANK | LARGE APPAREL OF NORTH CAROLINA | PO BOX 7889 | THE WOODLAND, TX 77887-7889 | Treasurer |
| BANK OF AMERICA | URBAN BRANDS, INC. | 100 FEDERAL ST. | BOSTON, MA 02110 | See Note 1 below. |
| BANK OF AMERICA | URBAN BRANDS, INC. | 100 FEDERAL ST. | BOSTON, MA 02110 | See Note 1 below. |
| BANK OF AMERICA | URBAN BRANDS, INC. | 100 FEDERAL ST. | BOSTON, MA 02110 | See Note 1 below. |
| BANK OF AMERICA | URBAN BRANDS, INC. | 100 FEDERAL ST. | BOSTON, MA 02110 | See Note 1 below. |
| BANK OF AMERICA | URBAN BRANDS, INC. | 100 FEDERAL ST. | BOSTON, MA 02110 | See Note 1 below. |
| BANK OF AMERICA | URBAN BRANDS, INC. | 100 FEDERAL ST. | BOSTON, MA 02110 | See Note 1 below. |
| Chief Executive Officer, Chief Financial Officer and Treasurer | | | | |

Page 11 of 11

Section 7.7(e)

Seller Benefit Plans

Associate Benefits related to Seller Holidays, Personal Days, Sick Days and Vacation Time more fully described in Exhibit A attached hereto.

Fall 2010 Store Management Incentive Bonus Plan

Fall 2010 DSM and ASM Incentive Bonus Plan

2010 Cigna Healthy Reward Discount Program

Cigna Wellness Incentive Program

Medical, Prescription, Dental & Vision Plans through CIGNA and VSP

Flexible Spending Account (FSA) Plans

Basic Life Insurance Plan

Accidental Death & Dismemberment Plan

Supplemental Life Insurance Plan

Supplemental Dependent Life Plan

Long Term Disability Plan

401k Plan

I. ASSOCIATE BENEFITS

A. Company Holidays:

1. Full time and part time associates will be eligible for paid Company Holidays following thirty (30) days of active employment. Eligible full time and part time associates will receive the following paid Company Holidays:

| | | |
|------------------------|------------------|---------------|
| New Year's Day | Independence Day | Christmas Day |
| Martin Luther King Day | Labor Day | |
| Memorial Day | Thanksgiving Day | |

2. In order to receive Holiday Pay, associates are required to work their regular work schedule on their last regularly-scheduled day before and their first regularly-scheduled day after the Holiday, unless otherwise agreed to in writing by the Company. If it is necessary for associates to work on a Company Holiday, associates should be paid in the following manner:

- For a non-exempt associate who works on a Company Holiday he/she will be paid 1 ½ times their normal pay for all hours worked on the Company Holiday and any legally required overtime hours worked.
- For an exempt associate who works on a Company Holiday, he/she will be paid regular pay for that day and he/she may take a pre-approved, compensatory day off on selected Holidays within the following two (2) weeks.

B. Personal Days:

1. The Company provides personal days to associates for the purpose of providing them time off to deal with specific personal business that the associate might otherwise have difficulty handling given the demands of their work schedule. Personal days are not to be used to extend vacation time. When an associate is taking time off for reasons which are not covered by this policy, vacation days must be used. Reasons for which personal days can be used include: birthdays, anniversaries, attendance of personal matters or for appointments with, for example, physicians, attorneys, or teachers or to supplement bereavement time. The Company reserves the right to request that an associate provide confirmation that personal days are being used in accordance with this policy in any situation it deems appropriate. All personal time requested must be approved in advance by the supervisor.
2. Full time associates who have completed ninety (90) days of continuous active service will be eligible for three (3) personal days per calendar year.
3. Unused personal days will not be carried over into the following calendar year and will not be paid out upon separation from the Company.

C. Sick Days

1. The Company provides paid sick days to all non-exempt associates. Sick days are allocated (i.e., given out) to allow non-exempt associates time off from work due to illness without loss of pay. Sick days are not to be used for vacation or personal reasons. However, associates shall be permitted to use up to one half (1/2) of their annually allocated sick days to attend to the illness of the associate's child, parent, or spouse, in the same manner that associate is able to use sick days for their own illness or injury.
2. Full-time, non-exempt associates who have completed ninety (90) days or more of continuous active service are entitled to four (4) sick days per calendar year.
3. Part-time, non-exempt associates who have completed one year or more of continuous active service are entitled to two (2) sick days per calendar year.
4. Unused sick days will not be carried over into the following calendar year and will not be paid out upon separation from the Company.

Exhibit A
to Section 7.7(e) of Seller Disclosure Schedule

D. Vacation Time

The company provides vacation in accordance with the following schedules:

1. Full-time associates who have completed ninety (90) days of continuous active service are entitled to vacation. The amount of vacation time that is allocated to an associate can be used throughout that calendar year, subject to "black out period" and business needs.

The following schedule details the amount of vacation time eligible associates will be allocated each year:

| Years of Service | Allocated Vacation Time |
|---|--------------------------|
| Year One (1) through Year Four (4) | Two (2) Weeks Vacation |
| *Year Five (5) through Year Fourteen (14) | Three (3) Weeks Vacation |
| *Year Fifteen (15) through remainder of your employment | Four (4) Weeks Vacation |

*Additional weeks of vacation time as noted in the chart above, are allocated when the associate reaches their service anniversary.

2. Part-time, non-exempt associates who have completed one** (1) full year of employment will accrue vacation at a rate of 3.33 hours for each month in which they work at least 88 hours. This will equate to one (1) week of vacation in a calendar year.
3. Part-time, non-exempt associates who have completed five** (5) years of employment will start to accrue vacation at a rate of 6.66 hours for each month in which they work at least 88 hours. This would equate to two (2) weeks vacation in a calendar year.

** Vacation time as noted above, is allocated on the January 1st immediately following the calendar year in which the associate reaches their service anniversary.

3. Vacation Accrual Example

The following chart illustrates how a typical Part-time associate would accrue vacation time throughout a one year period. In this example, a typical Part-time associate has been employed with the Company for over two years and has been allocated one (1) week of vacation, equaling 39.96 hours. The chart below shows approximately the number of hours that the associate will have accrued at the end of each calendar month. This example is for illustrative purposes only.

Vacation Accrual Illustration

| By Month End | Approximate Number of Earned Vacation Hours |
|--------------|---|
| January | 3.33 hours |
| February | 6.66 hours |
| March | 9.99 hours |
| April | 13.32 hours |
| May | 16.65 hours |
| June | 19.98 hours |
| July | 23.31 hours |
| August | 26.64 hours |
| September | 29.97 hours |
| October | 33.30 hours |
| November | 36.63 hours |
| December | 39.96 hours |

4. Vacation time accrued, but unused, in one calendar year cannot be "carried over" into the following calendar year (except where required by applicable law). All accrued, but unused vacation time in one calendar year will be forfeited on January 1 of the following calendar year (except where prohibited by law). Unused vacation time will not be paid out upon separation from the Company.
5. Although the Company expects associates to use their accrued vacation time in each calendar year, associates in California may carry over up to two (2) times their annual allotment of vacation time from one calendar year to the next. If an associate accrues two (2) times their annual allotment, the accrual of vacation time shall be suspended until the associate has used vacation time to reduce the balance of accrued days.