

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

In re	:	Chapter 11
URBAN BRANDS, INC., <i>et al.</i> <sup>1</sup>	:	Case No. 10-13005 (KJC)
Debtors.	:	Jointly Administered
	:	Objection Deadline: November 9, 2010 at 4:00 p.m. ET
	:	Hearing Date: November 16, 2010 at 3:00 p.m. ET

**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE  
RETENTION AND EMPLOYMENT OF BALLARD SPAHR LLP AS  
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS NUN PRO TUNC TO OCTOBER 1, 2010**

The Official Committee of Unsecured Creditors (the “Committee”) of Urban Brands, Inc., *et al.*, (collectively, the “Debtors”), hereby submits this application for an order authorizing the retention and employment of Ballard Spahr LLP (“Ballard Spahr”) as co-counsel to the Committee *nunc pro tunc* to October 1, 2010 (the “Application”), pursuant to Section 1103 of chapter 11, title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (as amended) (the

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

“Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Local Rule 2014-1 of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). In support of the Application, the Committee respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief sought herein are Section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

### **FACTUAL BACKGROUND**

3. On September 21, 2010, (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are continuing to operate their businesses and manage their property as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in this case.

4. On October 1, 2010 (filed October 4, 2010), the Office of the United States Trustee (the “U.S. Trustee”) appointed the Committee, consisting of the following seven members: (i) Angel Made in Heaven, Inc.; (ii) Natural Collection Corp.; (iii) Signsourc, Inc.; (iv) Rosenthal & Rosenthal, Inc.; (v) GGP Limited Partnership; (vi) Simon Property Group, Inc.; and (vii) International Inspirations, Ltd. Subsequent to the U.S. Trustee’s appointment, the Committee elected to retain and employ Cooley LLP and Ballard Spahr LLP as its counsel.

### **RELIEF REQUESTED**

5. By this Application, the Committee seeks to retain and employ Ballard Spahr as its co-counsel in these chapter 11 cases. Accordingly, the Committee respectfully requests the entry of an Order, pursuant to 11 U.S.C. § 1103, Fed. R. Bankr. P. 2014 and Del. Bankr. LR. 2014-1, authorizing the retention and employment of Ballard Spahr as its co-counsel to perform certain legal services that will be necessary during the pendency of these cases.

### **BASIS FOR RELIEF REQUESTED**

6. The Committee believes that it would be extremely cost effective for the Committee to retain Ballard Spahr as its co-counsel. Ballard Spahr has extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Accordingly, the Committee believes that Ballard Spahr is well qualified and uniquely able to represent it in an efficient and timely manner, and their expertise is well established and known, which should enable fees to be minimized in this matter.

7. The Committee is of the opinion that is necessary to employ Ballard Spahr and that such employment is in the best interest of the Debtors' estates.

8. Subject to Court approval, and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any administrative order establishing procedures for interim compensation and reimbursement of expenses for professionals and official committee members (the "Compensation Order"), compensation will be payable to Ballard Spahr on an hourly basis, plus reimbursement of actual, necessary expenses incurred by the firm. The attorneys and paralegals presently designated to represent the Committee and their current hourly rates are set forth in the Affidavit of Tobey M. Daluz, Esquire, a partner in Ballard Spahr, pursuant to Fed. R. Bankr. P. 2014(a) (the

“Affidavit”), which is attached hereto as Exhibit A, and filed contemporaneously herewith. The hourly rates set forth in the Affidavit are the rates that Ballard Spahr charges to bankruptcy and non-bankruptcy clients. These rates are set at a level designed to fairly compensate Ballard Spahr for the work of its attorneys and paralegals to cover fixed routine overhead expenses. It is Ballard Spahr’s policy to charge its clients in all areas of practice for all other expenses incurred in connection with each client’s case. The expenses charged to clients include, without limitation, telephone and facsimile toll and other charges, mail and express mail charges, special or hand delivery charges, documentation processing, photocopying charges, travel expenses, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Ballard Spahr will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to Ballard Spahr’s bankruptcy and non-bankruptcy clients.

9. The professional services that Ballard Spahr will render include, but are not limited to:
- (a) Providing legal advise with respect to the Committee’s powers and duties in connection with these chapter 11 cases;
  - (b) Preparing on behalf of the Committee any necessary applications, motions, and/or filing objections, orders, reports, and other legal papers;
  - (c) Appearing in court to protect the interests of the Committee;
  - (d) Advise on local practices and procedures and determinative case law within the jurisdiction; and
  - (e) Such other tasks and duties that the Committee requests that are reasonable, not duplicative of the services provided by Cooley LLP and are both economically and more efficiently performed by co-counsel.

**Ballard Spahr is Disinterested and Does Not Hold  
or Represent An Interest Adverse to the Estate**

10. Section 101(14) of the Bankruptcy Code defines a “disinterested person”

as a person that:

(A) is not a creditor, an equity security holder, or an insider;

(B) is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and

(C) does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14).

11. To the best of the knowledge of the Committee, and except as otherwise disclosed herein and in the Affidavit attached hereto, Ballard Spahr (i) represents no interest adverse to the Committee, the Debtors, or their estates, in the matters upon which it is to be engaged and that its employment is in the best interest of the estates, (ii) Ballard Spahr has no connection with the U.S. Trustee or any other person employed in the office of the U.S. Trustee, (iii) Ballard Spahr has no connection with the creditors or any other parties in interest, or their respective attorneys, in any matters relating to the Debtor, and (iv) Ballard Spahr has not been paid any retainer against which to bill fees and expenses.

**NOTICE**

12. Notice of this Application has been given to (i) the U.S. Trustee, (ii) counsel to the Debtors, (iii) counsel to the Debtors’ secured lender; and (iv) all parties requesting special notice in accordance with Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee respectfully submits that no other or further notice of the relief requested is necessary or required under the circumstances.

**NO PRIOR APPLICATION**

13. No prior motion or application for the relief requested herein has been made to this or any other court.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

WHEREFORE, the Official Committee of Unsecured Creditors hereby respectfully requests that this Court enter an Order authorizing the Committee to retain and employ Ballard Spahr to represent the Committee in these chapter 11 bankruptcy cases, as co-counsel, on an hourly-rate basis, plus properly reimbursable expenses, as an expense of administration, subject to approval by this Court.

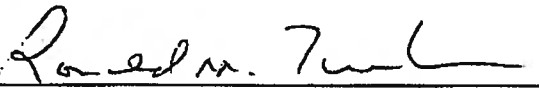
Dated: October 27, 2010

Respectfully Submitted,

THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF  
URBAN BRANDS, INC., *et al.*,

By One of Its Chairpersons:

By:



Ronald M. Tucker, Esq.

**SIMON PROPERTY GROUP, INC.**

225 West Washington St.

Indianapolis, IN 46204