

UNITED STATES BANKRUPTCY COURT COURT FOR THE DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor:

UBI LIQUIDATING CORP. f/k/a URBAN BRANDS, INC.

Case Number: 10-13005 (KJC)

NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):

MONDAWMIN BUSINESS TRUST

Name and address where notices should be sent:

c/o GGP Limited Partnership
110 North Wacker Drive
Chicago, IL 60606
Attn: Jennifer Anfinson

Telephone number: (312) 960 - 2931

Name and address where payment should be sent (if different from above):

SAME

Telephone number:

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: (If known)

Filed on:

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtors business, whichever is earlier - 11 U.S.C. § 507(a)(4).

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1).

Amount entitled to priority:

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

1. Amount of Claim as of Date Case Filed: \$ 94,312.70 *

*Creditor reserves its right to file an amended claim.

If all or part of your claim is secured, complete item 4 below, however, if all of your claim is unsecured, do not complete Item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim: NON-RESIDENTIAL REAL ESTATE LEASE OBLIGATIONS (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as: Ashley Stewart Woman - Mondawmin Mall (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other

Value of Property: \$ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ Basis for perfection:

Amount of Secured Claim: \$ Amount Unsecured: \$

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Date: 12/9/10

Jennifer Anfinson

Jennifer Anfinson-Bankruptcy Paralegal

FOR COURT USE ONLY

Urban Brands



00312

Tenant: 2175741 ASHLEY STEWART WOMAN
 Company 4297 Mondawmin Business Trust
 Operating Unit 4303 Mondawmin Mail
 Lease: 203732 Unit No 2305

Status: F Active-Signed/Open Bankruptcy

Type: RR Renewal-Retail

P	C	Ty	Number	Document Company	G/L Offset	Invoice Date	Due Date/Check Date	Original Amount	Open Amount	Pre Petition	Post Petition
D	D	RU	2409170	4297	UC	10/12/2010	10/12/2010	(\$24,755.14)	(\$174.59)	\$2,939.73	(\$174.59)
D	D	RD	7007362	4297	CAMT	10/1/2009	10/1/2009	\$12,130.75	\$2,939.73	\$568.16	
D	D	RD	7007362	4297	HVCS	10/1/2009	10/1/2009	\$568.16	\$568.16	\$977.71	
D	D	RD	7007362	4297	RETX	10/1/2009	10/1/2009	\$977.71	\$977.71	\$13.00	
D	D	RD	7007362	4297	WATR	10/1/2009	10/1/2009	\$13.00	\$13.00	\$579.46	
D	D	RH	7056968	4297	RETP	10/29/2009	11/28/2009	\$579.46	\$579.46	\$877.11	
D	D	RD	7062870	4297	RETX	11/1/2009	11/1/2009	\$977.71	\$877.11	\$9,338.80	
D	D	RD	7120836	4297	CAMT	12/1/2009	12/1/2009	\$12,130.75	\$9,338.80	\$2,193.04	
D	D	RD	7120836	4297	BMRR	12/1/2009	12/1/2009	\$9,984.99	\$2,193.04	\$9,984.99	
D	D	RD	7157135	4297	BMRR	1/1/2010	1/1/2010	\$9,984.99	\$9,984.99	\$12,737.29	
D	D	RD	7157135	4297	CAMT	1/1/2010	1/1/2010	\$12,737.29	\$12,737.29	\$124.81	
D	D	RD	7233204	4297	RETX	2/1/2010	2/1/2010	\$977.71	\$124.81	\$124.81	
D	D	RD	7248753	4297	RETX	3/1/2010	3/1/2010	\$977.71	\$124.81	\$124.81	
D	D	RD	7398227	4297	BMRR	5/2/2010	5/2/2010	\$10,284.39	\$124.81	\$124.81	
D	D	RD	7400582	4297	BMRR	5/1/2010	5/1/2010	\$10,284.39	\$124.81	\$3,076.54	
D	D	RH	7422562	4297	HVAP	5/31/2010	6/30/2010	\$3,076.54	\$3,076.54	\$124.81	
D	D	RD	7453276	4297	BMRR	6/1/2010	6/1/2010	\$10,284.39	\$124.81	\$7,784.39	
D	D	RD	7484264	4297	BMRR	7/1/2010	7/1/2010	\$10,284.39	\$7,784.39	\$9,945.34	
D	D	RD	7484264	4297	CAMT	7/1/2010	7/1/2010	\$12,737.29	\$9,945.34	\$7,784.39	
D	D	RD	7560948	4297	BMRR	8/1/2010	8/1/2010	\$10,284.39	\$7,784.39	\$9,945.34	
D	D	RD	7560948	4297	CAMT	8/1/2010	8/1/2010	\$12,737.29	\$9,945.34	\$6,856.26	\$3,428.13
D	D	RD	7611699	4297	BMRR	9/1/2010	9/1/2010	\$10,284.39	\$10,284.39	\$8,491.53	\$189.39
D	D	RD	7611699	4297	CAMT	9/1/2010	9/1/2010	\$12,737.29	\$12,737.29	\$378.77	\$325.90
D	D	RD	7611699	4297	HVCS	9/1/2010	9/1/2010	\$568.16	\$568.16	\$651.81	\$4.33
D	D	RD	7611699	4297	RETX	9/1/2010	9/1/2010	\$977.71	\$977.71	\$8.67	
D	D	RD	7611699	4297	WATR	9/1/2010	9/1/2010	\$13.00	\$13.00		
D	D	RH	7723399	4297	RETP	10/29/2010	11/28/2010	(\$1,443.67)	(\$1,443.67)	(\$1,443.67)	
									\$140,395.04	\$94,312.70	\$8,018.93
Lease: 203732									\$102,331.63		
Total ASHLEY STEWART WOMAN											
Operating Unit: 4303 Mondawmin Mail											
Company 4297 Mondawmin Business Trust											

ASHLEY STEWART WOMAN**Mondawmin Mall**

Tenant ID: 2175741 Property Number: 4303 Unit ID: 2305 Area: 5988
 Lease Number: 203732 Lease Type: Renewal-Retail Lease Status: Active-Signed/Open Bankruptcy

Legal Address

LARGE APPAREL OF MARYLAND, INC.
 ATTN: JEFFERY KLEIN
 100 METRO WAY
 SECAUCUS, NJ 07094

Billing Address

ASHLEY STEWART WOMAN
 100 METRO WAY
 SECAUCUS, NJ 07094

Lease Dates

Approved: 8/14/2006 Signed: 2/6/2007 Rent Start: 11/27/1996 Orig End: 1/31/2017
 Lease Beg: 11/27/1996 Open: 11/27/1996 Lease Ending: 1/31/2017

Recurring Charges

Bill Code	Description	Amount	Annual Amount	Amount PSF	Annual Amount PSF	Area	Frequency
BMRR	Base Minimum Rent	\$10,284.39	\$123,412.68	\$1.72	\$20.61	5988	Monthly
CAMT	CAMT-Total Operating Exp. Reim	\$12,737.29	\$152,847.48	\$2.13	\$25.53	5988	Monthly
HVCS	HVAC-Store	\$568.16	\$6,817.92	\$0.09	\$1.14	5988	Monthly
RETX	Real Estate Tax	\$977.71	\$11,732.52	\$0.16	\$1.96	5988	Monthly
WATR	Water	\$13.00	\$156.00	\$0.00	\$0.03	5988	Monthly

Date: December 9, 2010

VIA USPS

CLAIMS AGENT

BMC Group, Inc.

ATTN: Urban Brands Claim Processing

18750 Lake Drive East

Chanhassen, MN 55317

RE: Debtor: **UBI Liquidating Corp., f/k/a Urban Brands, Inc.**
Cause No: **10-13005 (KJC)**

Dear Claims Agent:

Enclosed you will find an original and two (2) copies of the following document(s) for filing in the above referenced case:

- _____ Notice of Appearance and Request for Service
- X Proof of Claims (Pre-Petition, Administrative, Rejection Damage)
- _____ Other _____

PLEASE KINDLY RETURN A FILE-STAMPED COPY OF EACH OF THE ENCLOSED DOCUMENTS IN THE ENCLOSED SELF-ADDRESSED STAMPED ENVELOPE.

THANK YOU FOR YOUR PROFESSIONAL ASSISTANCE.

IF YOU HAVE ANY QUESTIONS PLEASE CONTACT THE UNDERSIGNED AT:

Sincerely,



Jennifer Anfinson

Direct Dial: (312) 960 - 2931