

<b>UNITED STATES BANKRUPTCY COURT      COURT FOR THE DISTRICT OF DELAWARE</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <p style="text-align: center;"><b>UBI LIQUIDATING CORP. f/k/a URBAN BRANDS, INC.</b></p>	Case Number: <b>10-13005 (KJC)</b>
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): <b>SOUTHLAKE MALL LLC</b>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <div style="border: 1px solid black; padding: 5px; margin: 5px 0;">                     c/o GGP Limited Partnership                      110 North Wacker Drive                      Chicago, IL 60606                      Attn: Jennifer Anfinson                 </div>	Court Claim Number: _____ (If known)
Telephone number: (312) 960 - 2931	Filed on: _____
Name and address where payment should be sent (if different from above): SAME	<input type="checkbox"/> 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.
Telephone number:	<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <b>\$ 61,988.17</b> <b>BMC GROUP</b> *Creditor reserves its right to file an amended claim.	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.
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.	Specify the priority of the claim.
<input type="checkbox"/> 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.	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
2. Basis for Claim: <u>NON-RESIDENTIAL REAL ESTATE LEASE OBLIGATIONS</u> (See instruction #2 on reverse side.)	<input type="checkbox"/> 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).
3. Last four digits of any number by which creditor identifies debtor: _____	<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
3a. Debtor may have scheduled account as: <u>Ashley Stewart Woman - Southlake Mall</u> (See instruction #3a on reverse side.)	<input type="checkbox"/> 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).
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.	<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:	<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1).
Value of Property: \$ _____ Annual Interest Rate _____ %	Amount entitled to priority: \$ _____
Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____	*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.
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. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)	
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. <div style="border: 1px solid black; padding: 5px; display: inline-block;">                     Date: 12/9/10                 </div>  Jennifer Anfinson-Bankruptcy Paralegal	<b>FOR COURT USE ONLY</b> Urban Brands  00314

Tenant: 3201859 ASHLEY STEWART WOMAN  
 Company 2279 Southlake Mall LLC  
 Operating Unit 2279 Southlake Mall  
 Lease: 65045 Unit No 2409 Type: RR Renewal-Retail

Status: F Active-Signed/Open Bankruptcy

P	C	Ty	Number	Document Company	G/L Offset	Invoice Date	Due Date/ Check Date	Original Amount	Open Amount	Pre Petition	Post Petition
D		RN	7003852	2279	CAMP	9/30/2009	9/30/2009	(\$42.44)	(\$42.44)	(\$42.44)	
D		RN	7016227	2279	ELEC	10/16/2009	10/31/2009	\$1,045.23	\$834.91	\$834.91	
D		RD	7102044	2279	CAMT	12/1/2009	12/1/2009	\$5,581.13	\$4,422.36	\$4,422.36	
D		RD	7102044	2279	HVCS	12/1/2009	12/1/2009	\$398.33	\$398.33	\$398.33	
D		RD	7102044	2279	RETX	12/1/2009	12/1/2009	\$1,435.17	\$556.84	\$556.84	
D		RD	7102044	2279	WTSR	12/1/2009	12/1/2009	\$27.66	\$27.66	\$27.66	
D		RN	7125259	2279	ELEC	12/2/2009	12/15/2009	\$1,037.89	\$1,037.89	\$1,037.89	
D		RD	7166950	2279	HVCS	11/1/2010	1/1/2010	\$398.33	\$398.33	\$398.33	
D		RD	7166950	2279	WTSR	11/1/2010	1/1/2010	\$27.66	\$27.66	\$27.66	
D		RD	7166950	2279	CAMT	11/1/2010	1/1/2010	\$5,860.18	\$5,581.13	\$5,581.13	
D		RD	7166950	2279	BMRR	11/1/2010	1/1/2010	\$7,405.33	\$3,123.28	\$3,123.28	
D		RD	7166950	2279	RETX	11/1/2010	1/1/2010	\$1,435.17	\$1,435.17	\$1,435.17	
D		RN	7359825	2279	ELEC	4/1/2010	4/30/2010	\$1,193.05	\$1,193.05	\$1,193.05	
D		RN	7410016	2279	ELEC	5/1/2010	5/31/2010	\$1,123.09	\$1,123.09	\$1,123.09	
D		RD	7518261	2279	BMRR	7/1/2010	7/1/2010	\$8,384.12	\$8,384.12	\$8,384.12	
D		RD	7518261	2279	CAMT	7/1/2010	7/1/2010	\$5,860.18	\$5,860.18	\$5,860.18	
D		RD	7518261	2279	WTSR	7/1/2010	7/1/2010	\$27.66	\$27.66	\$27.66	
D		RD	7518261	2279	HVCS	7/1/2010	7/1/2010	\$398.33	\$398.33	\$398.33	
D		RD	7518261	2279	RETX	7/1/2010	7/1/2010	\$1,435.17	\$1,435.17	\$1,435.17	
D		RN	7524322	2279	ELEC	7/6/2010	7/31/2010	\$966.25	\$966.25	\$966.25	
D		RN	7561141	2279	RETP	7/26/2010	7/26/2010	\$414.95	\$414.95	\$414.95	
D		RN	7564109	2279	HVCP	7/26/2010	8/31/2010	\$312.41	\$312.41	\$312.41	
D		RD	7569466	2279	BMRR	8/1/2010	8/1/2010	\$8,384.12	\$4,102.07	\$4,102.07	
D		RD	7569466	2279	CAMT	8/1/2010	8/1/2010	\$5,860.18	\$5,860.18	\$5,860.18	
D		RD	7569466	2279	WTSR	8/1/2010	8/1/2010	\$27.66	\$27.66	\$27.66	
D		RD	7569466	2279	HVCS	8/1/2010	8/1/2010	\$398.33	\$398.33	\$398.33	
D		RD	7569466	2279	RETX	8/1/2010	8/1/2010	\$1,435.17	\$1,435.17	\$1,435.17	
D		RN	7576341	2279	ELEC	8/6/2010	8/31/2010	\$947.74	\$947.74	\$947.74	
D		RD	7618552	2279	BMRR	9/1/2010	9/1/2010	\$8,384.12	\$8,384.12	\$5,589.41	\$2,794.71
D		RD	7618552	2279	CAMT	9/1/2010	9/1/2010	\$5,860.18	\$5,860.18	\$3,906.79	\$1,953.39
D		RD	7618552	2279	WTSR	9/1/2010	9/1/2010	\$27.66	\$27.66	\$18.44	\$9.22
D		RD	7618552	2279	HVCS	9/1/2010	9/1/2010	\$398.33	\$398.33	\$265.55	\$132.78
D		RD	7618552	2279	RETX	9/1/2010	9/1/2010	\$1,435.17	\$1,435.17	\$956.78	\$478.39
D		RN	7625120	2279	ELEC	9/2/2010	9/30/2010	\$845.58	\$845.58	\$563.72	\$281.86
D		RN	7676535	2279	ELEC	10/7/2010	10/31/2010	\$933.40	\$933.40	\$933.40	\$933.40
D		RN	7726960	2279	ELEC	10/29/2010	11/30/2010	\$1,004.90	\$1,004.90	\$1,004.90	\$1,004.90
D		RN	7774481	2279	ELEC	11/23/2010	12/31/2010	\$835.04	\$835.04	\$835.04	\$835.04
Lease: 65045									\$70,411.86	\$61,988.17	\$8,423.69
Total ASHLEY STEWART WOMAN											
Operating Unit: Southlake Mall											
Company: Southlake Mall LLC											

Operating Unit: Southlake Mall  
 Company: Southlake Mall LLC

**ASHLEY STEWART WOMAN**

**Southlake Mall**

Tenant ID: 3201859      Property Number: 2279      Unit ID: 2409      Area: 3824  
 Lease Number: 65045      Lease Type: Renewal-Retail      Lease Status: Active-Signed/Open Bankruptcy

**Legal Address**

LARGE APPAREL OF ALABAMA, INC.  
 100 METRO WAY  
 SECAUCUS, NJ 7094

**Billing Address**

ASHLEY STEWART WOMAN  
 URBAN BRANDS INC.  
 SECAUCUS, NJ 7094

**Lease Dates**

Approved: 7/30/2007      Signed: 1/2/2008      Rent Start: 9/1/1997      Orig End: 1/31/2013  
 Lease Beg: 2/1/1997      Open: 9/11/1997      Lease Ending: 1/31/2013

**Recurring Charges**

Bill Code	Description	Amount	Annual Amount	Amount PSF	Annual Amount PSF	Area	Frequency
BMRR	Base Minimum Rent	\$8,384.12	\$100,609.44	\$2.19	\$26.31	3824	Monthly
CAMT	CAMT-Total Operating Exp. Reim	\$5,860.18	\$70,322.16	\$1.53	\$18.39	3824	Monthly
HVCS	HVAC-Store	\$398.33	\$4,779.96	\$0.10	\$1.25	3824	Monthly
RETX	Real Estate Tax	\$1,435.17	\$17,222.04	\$0.38	\$4.50	3824	Monthly
WTSR	Water & Sewer	\$27.66	\$331.92	\$0.01	\$0.09	3824	Monthly

**Steps**

Bill Code	Description	Effective Date	Amount	Frequency
BMRR	Base Minimum Rent	2/1/2008	\$7,405.33	Monthly
BMRR	Base Minimum Rent	2/1/2010	\$8,384.12	Monthly
CAMT	CAMT-Total Operating Exp. Reim	2/1/2008	\$5,315.36	Monthly
CAMT	CAMT-Total Operating Exp. Reim	1/1/2009	\$5,581.13	Monthly
CAMT	CAMT-Total Operating Exp. Reim	1/1/2010	\$5,860.18	Monthly
CAMT	CAMT-Total Operating Exp. Reim	1/1/2011	\$6,153.19	Monthly
CAMT	CAMT-Total Operating Exp. Reim	1/1/2012	\$6,460.85	Monthly
CAMT	CAMT-Total Operating Exp. Reim	1/1/2013	\$6,783.90	Monthly
HVCS	HVAC-Store	2/1/2008	\$398.33	Monthly
RETX	Real Estate Tax	1/1/2009	\$1,435.17	Monthly
WTSR	Water & Sewer	2/1/2008	\$27.66	Monthly

**Breakpoints**

Begin Date	Breakpoint	Pct
2/1/2008	\$1,777,280	5.00 %
2/1/2010	\$2,012,189	5.00 %

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