

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):

REGENCY SQUARE MALL

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:

RECEIVED
DEC 13 2010
BMC GROUP

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.

1. Amount of Claim as of Date Case Filed: \$ 200,598.46
\*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 - Regency Square 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

Describe: 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. 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.

Date: 12/9/10

Jennifer Anfinson - Bankruptcy Paralegal

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.

FOR COURT USE ONLY

Urban Brands



00317

UBI LIQUIDATING CORP., et al  
dba ASHLEY STEWART  
REGENCY SQUARE MALL

DATE OF FILING:	9/21/2010
LEASE EXPIRATION:	8/31/2016
REJECTION DATE:	11/29/2010
# of MONTHS REMAINING ON LEASE:	69
PREPARED:	12/7/2010

Pre Petition Claim	\$43,624.54
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Rejection Damage Claim:	\$156,973.92
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Total Unsecured Claim:	<b>\$200,598.46</b>
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Claimant reserves the right to amend this Proof of Claim for any reason to include, without limitation, additional documentation, costs, interest, vacancy or repair charges or attorneys fees.

Documents support this Proof of Claim may be obtained upon request to Claimant, c/o GGP Limited Partnership, Attention: Bankruptcy Services, 110 N Wacker Drive, Chicago, IL 60606, [ggbk@ggp.com](mailto:ggbk@ggp.com), or contact the individual listed on the first page of this Proof of Claim.

DOF: 9/21/2010

Tenant: 2215411 ASHLEY STEWART  
 Company 4132 Regency Square Mall  
 Operating Unit 4132 Regency Square Mall  
 Lease: 222890 Unit No 838

Type: NR - New-Retail Status: F - Active-Signed/Open Bankruptcy

P	C	D	Ty	Number	Document Company	G/L Offset	Invoice Date	Due Date/ Check Date	Original Amount	Open Amount	Pre Petition	Post Petition
D		RN		6708325	4132	ELEP	4/30/2009	4/30/2009	\$669.19	\$669.19	\$669.19	
D		RD		6716436	4132	UTIL	4/30/2009	4/30/2009	\$176.51	\$176.51	\$176.51	
D		RD		6716436	4132	UTIL	4/30/2009	4/30/2009	\$176.51	\$176.51	\$176.51	
D		RD		6716436	4132	UTIL	4/30/2009	4/30/2009	\$176.51	\$176.51	\$176.51	
D		RD		6716436	4132	UTIL	4/30/2009	4/30/2009	\$176.51	\$176.51	\$176.51	
D		RD		6717296	4132	UTIL	5/1/2009	5/1/2009	\$176.51	\$176.51	\$176.51	
D		RD		6768394	4132	UTIL	6/1/2009	6/1/2009	\$1,101.87	\$1,101.87	\$1,101.87	
D		RD		6822922	4132	UTIL	7/1/2009	7/1/2009	\$1,101.87	\$1,101.87	\$1,101.87	
D		RD		6890853	4132	UTIL	8/1/2009	8/1/2009	\$1,101.87	\$1,101.87	\$1,101.87	
D		RN		7001865	4132	RETP	9/30/2009	9/30/2009	(\$700.80)	(\$700.80)	(\$700.80)	
D		RN		7001865	4132	SLTX	9/30/2009	9/30/2009	(\$49.06)	(\$49.06)	(\$49.06)	
D		RD		7214195	4132	UTIL	2/1/2010	2/1/2010	\$1,101.87	\$1,101.87	\$1,101.87	
D		RD		7214523	4132	CAMT	2/1/2010	2/1/2010	\$5,370.96	\$5,370.96	\$5,370.96	
D		RD		7214523	4132	SLTX	2/1/2010	2/1/2010	\$375.97	\$375.97	\$375.97	
D		RD		7214523	4132	BMRR	2/1/2010	2/1/2010	\$3,718.00	\$3,718.00	\$3,718.00	
D		RD		7214523	4132	SLTX	2/1/2010	2/1/2010	\$260.26	\$260.26	\$260.26	
D		RD		7214523	4132	RETX	2/1/2010	2/1/2010	\$1,389.88	\$1,389.88	\$1,389.88	
D		RD		7214523	4132	SLTX	2/1/2010	2/1/2010	\$97.29	\$97.29	\$97.29	
D		RD		7214523	4132	HVCS	2/1/2010	2/1/2010	\$740.34	\$740.34	\$740.34	
D		RN		7314861	4132	ELEP	3/31/2010	3/31/2010	(\$1,396.52)	(\$1,396.52)	(\$1,396.52)	
D		RN		7324036	4132	UTIL	3/25/2010	3/25/2010	(\$488.22)	(\$488.22)	(\$488.22)	
D		RD		7485343	4132	HVCS	7/1/2010	7/1/2010	\$740.34	\$740.34	\$740.34	
D		RD		7485343	4132	SLTX	7/1/2010	7/1/2010	\$51.82	\$51.82	\$51.82	
D		RD		7485343	4132	RETX	7/1/2010	7/1/2010	\$1,389.88	\$1,389.88	\$1,389.88	
D		RD		7485343	4132	SLTX	7/1/2010	7/1/2010	\$97.29	\$97.29	\$97.29	
D		RD		7485343	4132	UTIL	7/1/2010	7/1/2010	\$939.13	\$939.13	\$939.13	
D		RD		7485343	4132	BMRR	7/1/2010	7/1/2010	\$3,718.00	\$3,718.00	\$3,718.00	
D		RD		7485343	4132	SLTX	7/1/2010	7/1/2010	\$260.26	\$260.26	\$260.26	
D		RD		7485343	4132	CAMT	7/1/2010	7/1/2010	\$5,370.96	\$5,370.96	\$5,370.96	
D		RD		7485343	4132	SLTX	7/1/2010	7/1/2010	\$375.97	\$375.97	\$375.97	
D		RD		7485343	4132	TENT	7/1/2010	7/1/2010	\$128.76	\$128.76	\$128.76	
D		RD		7485343	4132	SLTX	7/1/2010	7/1/2010	\$9.01	\$9.01	\$9.01	
D		RD		7564740	4132	HVCS	8/1/2010	8/1/2010	\$740.34	\$740.34	\$740.34	

D	RD	7564740	4132	SLTX	8/1/2010	8/1/2010	\$51.82	\$51.82	\$51.82		
D	RD	7564740	4132	RETX	8/1/2010	8/1/2010	\$1,389.88	\$1,389.88	\$1,389.88		
D	RD	7564740	4132	SLTX	8/1/2010	8/1/2010	\$97.29	\$97.29	\$97.29		
D	RD	7564740	4132	UTIL	8/1/2010	8/1/2010	\$939.13	\$939.13	\$939.13		
D	RD	7564740	4132	BMRR	8/1/2010	8/1/2010	\$3,718.00	\$3,718.00	\$3,718.00		
D	RD	7564740	4132	SLTX	8/1/2010	8/1/2010	\$260.26	\$260.26	\$260.26		
D	RD	7564740	4132	CAMT	8/1/2010	8/1/2010	\$5,370.96	\$5,370.96	\$5,370.96		
D	RD	7564740	4132	SLTX	8/1/2010	8/1/2010	\$375.97	\$375.97	\$375.97		
D	RD	7564740	4132	TENT	8/1/2010	8/1/2010	\$128.76	\$128.76	\$128.76		
D	RD	7564740	4132	SLTX	8/1/2010	8/1/2010	\$9.01	\$9.01	\$9.01		
D	RD	7622293	4132	HVCS	9/1/2010	9/1/2010	\$740.34	\$740.34	\$493.56	\$246.78	
D	RD	7622293	4132	SLTX	9/1/2010	9/1/2010	\$51.82	\$51.82	\$34.55	\$17.27	
D	RD	7622293	4132	RETX	9/1/2010	9/1/2010	\$1,389.88	\$1,389.88	\$926.59	\$463.29	
D	RD	7622293	4132	SLTX	9/1/2010	9/1/2010	\$97.29	\$97.29	\$64.86	\$32.43	
D	RD	7622293	4132	UTIL	9/1/2010	9/1/2010	\$939.13	\$939.13	\$626.09	\$313.04	
D	RD	7622293	4132	BMRR	9/1/2010	9/1/2010	\$3,718.00	\$3,718.00	\$2,478.67	\$1,239.33	
D	RD	7622293	4132	SLTX	9/1/2010	9/1/2010	\$260.26	\$260.26	\$173.51	\$86.75	
D	RD	7622293	4132	CAMT	9/1/2010	9/1/2010	\$5,370.96	\$5,370.96	\$3,580.64	\$1,790.32	
D	RD	7622293	4132	SLTX	9/1/2010	9/1/2010	\$375.97	\$351.00	\$234.00	\$117.00	
D	RN	7631949	4132	RETP	9/20/2010	9/20/2010	(\$2,756.22)	(\$2,756.22)	(\$2,756.22)		
D	RN	7631949	4132	SLTX	9/20/2010	9/20/2010	(\$192.94)	(\$192.94)	(\$192.94)		
							\$51,434.65	\$47,930.77	\$43,624.54	\$4,306.23	
Lease:							222890				
Total							ASHLEY STEWART				
Operating Unit:							4132				
Company							4132				
							Regency Square Mall				
							Regency Square Mall				

UBI LIQUIDATING CORP., et al

dba ASHLEY STEWART

REGENCY SQUARE MALL

DATE OF FILING:

LEASE EXPIRATION:

REJECTION DATE:

# of MONTHS REMAINING ON LEASE:

PREPARED:

9/21/2010

8/31/2016

11/29/2010

69

12/7/2010

	MONTHLY CHARGES	Rejection Damage Claim for One Year Pursuant to § 502(b)(6)	Rejection Damage Claim 15% of Remaining Term Not to Exceed 3 years rent
TOTAL	13,081.16	\$156,973.92	\$903,997.65
Times 15%			\$135,599.65

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