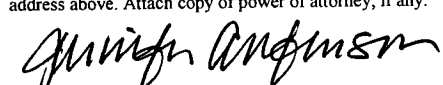



<b>UNITED STATES BANKRUPTCY COURT      COURT FOR THE DISTRICT OF DELAWARE</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>UBI LIQUIDATING CORP. f/k/a URBAN BRANDS, INC.</b>	Case Number: <b>10-13005 (KJC)</b>
<i>NOTE: This form should not be used to make a claim for administrative expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>	
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>GOVERNORS SQUARE</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; width: fit-content; margin: 5px auto;">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): <b>SAME</b>	<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>\$ 43,355.75 *</b> <b>*Creditor reserves its right to file an amended claim.</b>	<b>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.</b>  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  <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).  <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5).  <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).  <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8).  <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(a)(1).  <b>Amount entitled to priority:</b>  \$ _____  <i>*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.</i>
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.  <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.	
2. Basis for Claim: <b>NON-RESIDENTIAL REAL ESTATE LEASE OBLIGATIONS</b> (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: <b>Ashley Stewart – Governors Square</b> (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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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:	
Date: <b>12/9/10</b>   Jennifer Anfinson – Bankruptcy Paralegal	<b>FOR COURT USE ONLY</b>  Urban Brands  00320

DOF: 9/21/2010

Tenant: 2215411 ASHLEY STEWART  
 Company 4261 Governors Square  
 Operating Unit 4261 Governors Square  
 Lease: 218380 Unit No 1485

Status: F - Active-Signed/Open Bankruptcy

Type: NR - New-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		RN	6875690	4261	ELEP	7/28/2009	8/31/2009	\$2,546.71	\$726.38	\$726.38	
D		RH	7004226	4261	HVAP	9/30/2009	9/30/2009	\$2,129.67	\$2,129.67	\$2,129.67	
D		RH	7004226	4261	RETP	9/30/2009	9/30/2009	(\$1,818.65)	(\$1,818.65)	(\$1,818.65)	
D		RN	7071779	4261	SLTX	11/17/2009	11/17/2009	(\$136.40)	(\$136.40)	(\$136.40)	
D		RD	7137035	4261	CAMT	1/1/2010	1/1/2010	\$6,816.65	\$6,816.65	\$6,816.65	
D		RD	7137035	4261	SLTX	1/1/2010	1/1/2010	\$511.25	\$511.25	\$511.25	
D		RD	7137035	4261	BMRR	1/1/2010	1/1/2010	\$2,994.17	\$2,994.17	\$2,994.17	
D		RD	7137035	4261	SLTX	1/1/2010	1/1/2010	\$224.56	\$224.56	\$224.56	
D		RD	7137035	4261	RETX	1/1/2010	1/1/2010	\$742.55	\$412.41	\$412.41	
D		RD	7247729	4261	CAMT	3/1/2010	3/1/2010	\$6,816.65	\$348.95	\$348.95	
D		RD	7312141	4261	CAMT	4/1/2010	4/1/2010	\$6,816.65	\$348.95	\$348.95	
D		RH	7355528	4261	HVAP	4/8/2010	4/8/2010	(\$1,012.07)	(\$1,012.07)	(\$1,012.07)	
D		RN	7361763	4261	ELEP	4/15/2010	5/31/2010	(\$455.85)	(\$455.85)	(\$455.85)	
D		RD	7374003	4261	CAMT	5/1/2010	5/1/2010	\$6,816.65	\$348.95	\$348.95	
D		RD	7449365	4261	CAMT	6/1/2010	6/1/2010	\$6,816.65	\$348.95	\$348.95	
D		RD	7450103	4261	RETP	5/30/2010	6/29/2010	(\$1,557.43)	(\$1,557.43)	(\$1,557.43)	
D		RD	7450103	4261	SLTX	5/30/2010	6/29/2010	(\$116.81)	(\$116.81)	(\$116.81)	
D		RD	7481926	4261	RETX	7/1/2010	7/1/2010	\$628.78	\$628.78	\$628.78	
D		RD	7481926	4261	SLTX	7/1/2010	7/1/2010	\$47.16	\$47.16	\$47.16	
D		RD	7481926	4261	WATR	7/1/2010	7/1/2010	\$29.94	\$29.94	\$29.94	
D		RD	7481926	4261	SLTX	7/1/2010	7/1/2010	\$2.25	\$2.25	\$2.25	
D		RD	7481926	4261	BMRR	7/1/2010	7/1/2010	\$2,994.17	\$2,994.17	\$2,994.17	
D		RD	7481926	4261	SLTX	7/1/2010	7/1/2010	\$224.56	\$224.56	\$224.56	
D		RD	7481926	4261	CAMT	7/1/2010	7/1/2010	\$6,816.65	\$6,816.65	\$6,816.65	
D		RD	7481926	4261	SLTX	7/1/2010	7/1/2010	\$511.25	\$511.25	\$511.25	
D		RD	7481926	4261	ELEC	7/1/2010	7/1/2010	\$657.87	\$657.87	\$657.87	
D		RD	7481926	4261	HVCS	7/1/2010	7/1/2010	\$517.99	\$517.99	\$517.99	
D		RD	7481926	4261	RETX	8/1/2010	8/1/2010	\$628.78	\$628.78	\$628.78	
D		RD	7545417	4261	SLTX	8/1/2010	8/1/2010	\$47.16	\$47.16	\$47.16	
D		RD	7545417	4261	ELEC	8/1/2010	8/1/2010	\$657.87	\$657.87	\$657.87	
D		RD	7545417	4261	HVCS	8/1/2010	8/1/2010	\$517.99	\$517.99	\$517.99	
D		RD	7545417	4261	WATR	8/1/2010	8/1/2010	\$29.94	\$29.94	\$29.94	
D		RD	7545417	4261	SLTX	8/1/2010	8/1/2010	\$2.25	\$2.25	\$2.25	
D		RD	7545417	4261	BMRR	8/1/2010	8/1/2010	\$2,994.17	\$2,994.17	\$2,994.17	
D		RD	7545417	4261	SLTX	8/1/2010	8/1/2010	\$224.56	\$224.56	\$224.56	
D		RD	7545417	4261	CAMT	8/1/2010	8/1/2010	\$6,816.65	\$6,816.65	\$6,816.65	

D	RD	7545417	4261	SLTX	8/1/2010	8/1/2010	\$511.25	\$511.25	\$511.25	\$511.25	\$209.59	
D	RD	7599176	4261	RETX	9/30/2010	9/30/2010	\$628.78	\$628.78	\$419.19	\$419.19	\$15.72	
D	RD	7599176	4261	SLTX	9/30/2010	9/30/2010	\$47.16	\$47.16	\$31.44	\$31.44	\$219.29	
D	RD	7599176	4261	ELEC	9/30/2010	9/30/2010	\$657.87	\$657.87	\$438.58	\$438.58	\$172.66	
D	RD	7599176	4261	HVCS	9/30/2010	9/30/2010	\$517.99	\$517.99	\$345.33	\$345.33	\$9.98	
D	RD	7599176	4261	WATR	9/30/2010	9/30/2010	\$29.94	\$29.94	\$19.96	\$19.96	\$0.75	
D	RD	7599176	4261	SLTX	9/30/2010	9/30/2010	\$2.25	\$2.25	\$1.50	\$1.50	\$998.06	
D	RD	7599176	4261	BMRR	9/30/2010	9/30/2010	\$2,994.17	\$2,994.17	\$1,996.11	\$1,996.11	\$74.85	
D	RD	7599176	4261	SLTX	9/30/2010	9/30/2010	\$224.56	\$224.56	\$149.71	\$149.71	\$2,272.22	
D	RD	7599176	4261	CAMT	9/30/2010	9/30/2010	\$6,816.65	\$6,816.65	\$4,544.43	\$4,544.43	\$170.42	
D	RD	7599176	4261	SLTX	9/30/2010	9/30/2010	\$511.25	\$511.25	\$340.83	\$340.83		
D	RN	7724775	4261	WTSP	10/29/2010	10/29/2010	\$93.75	\$93.75	\$93.75	\$93.75		
D	RN	7724775	4261	SLTX	10/29/2010	10/29/2010	\$7.03	\$7.03	\$7.03	\$7.03		
							Lease:	218380				
Total							ASHLEY STEWART			\$43,355.75	\$4,150.57	
Operating Unit:							4261	Governors Square				
Company							4261	Governors Square				

**ASHLEY STEWART**

**Governors Square**

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Tenant ID: 2215411	Property Number: 4261	Unit ID: 1485	Area: 3593
Lease Number: 218380	Lease Type: New-Retail	Lease Status: Active-Signed/Open Bankruptcy	

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**Legal Address**

LARGE APPAREL OF FLORIDA, INC  
 100 METRO WAY  
 SECAUCUS, NJ 07094

**Billing Address**

ASHLEY STEWART  
 100 METRO WAY  
 SECAUCUS, NJ 07094

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**Lease Dates**

Approved: 8/30/2005	Signed: 1/3/2006	Rent Start: 5/5/2006	Orig End: 5/31/2016
	Lease Beg: 5/5/2006	Open: 5/5/2006	Lease Ending: 5/31/2016

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**Recurring Charges**

Bill Code	Description	Amount	Annual Amount	Amount PSF	Annual Amount PSF	Area	Frequency
BMRR	Base Minimum Rent	\$2,994.17	\$35,930.04	\$0.83	\$10.00	3593	Monthly
CAMT	CAMT-Total Operating Exp. Reim	\$6,816.65	\$81,799.80	\$1.90	\$22.77	3593	Monthly
ELEC	Electric	\$657.87	\$7,894.44	\$0.18	\$2.20	3593	Monthly
HVCS	HVAC-Store	\$517.99	\$6,215.88	\$0.14	\$1.73	3593	Monthly
RETX	Real Estate Tax	\$628.78	\$7,545.36	\$0.18	\$2.10	3593	Monthly
WATR	Water	\$29.94	\$359.28	\$0.01	\$0.10	3593	Monthly

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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