

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):

CUMBERLAND 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: \$ 17,095.60
*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

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

3a. Debtor may have scheduled account as: Ashley StewartWoman - Cumberland

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 - Bankruptcy Paralegal

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

FOR COURT USE ONLY

Urban Brands



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*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 entitled to priority:

\$

Tenant: 3201859 ASHLEY STEWART WOMAN
 Company 4144 Cumberland Mall
 Operating Unit 4144 Cumberland Mall
 Lease: 67625 Unit No 168 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	7000407	4144	RETP	9/30/2009	9/30/2009	\$1,272.04	\$1,272.04	\$1,272.04	
D		RN	7000491	4144	CAMP	9/30/2009	9/30/2009	(\$11,962.16)	(\$11,962.16)	(\$11,962.16)	
D		RD	7417323	4144	BMRR	6/1/2010	6/1/2010	\$9,887.50	\$5,388.44	\$5,388.44	
D		RD	7480119	4144	BMRR	7/1/2010	7/1/2010	\$9,887.50	\$9,887.50	\$9,887.50	
D		RD	7480119	4144	CAMO	7/1/2010	7/1/2010	\$2,369.00	\$2,369.00	\$2,369.00	
D		RD	7480119	4144	HVCS	7/1/2010	7/1/2010	\$1,042.74	\$1,042.74	\$1,042.74	
D		RD	7480119	4144	MKFD	7/1/2010	7/1/2010	\$659.17	\$659.17	\$659.17	
D		RD	7480119	4144	RETX	7/1/2010	7/1/2010	\$1,553.00	\$1,553.00	\$1,553.00	
D		RD	7480119	4144	WTSR	7/1/2010	7/1/2010	\$33.73	\$33.73	\$33.73	
D		RN	7516817	4144	CAMP	6/30/2010	6/30/2010	(\$20,352.74)	(\$20,352.74)	(\$20,352.74)	
D		RD	7534243	4144	BMRR	8/1/2010	8/1/2010	\$9,887.50	\$9,887.50	\$9,887.50	
D		RD	7534243	4144	CAMO	8/1/2010	8/1/2010	\$2,369.00	\$2,369.00	\$2,369.00	
D		RD	7534243	4144	HVCS	8/1/2010	8/1/2010	\$1,042.74	\$1,042.74	\$1,042.74	
D		RD	7534243	4144	MKFD	8/1/2010	8/1/2010	\$659.17	\$659.17	\$659.17	
D		RD	7534243	4144	RETX	8/1/2010	8/1/2010	\$1,553.00	\$1,553.00	\$1,553.00	
D		RD	7534243	4144	WTSR	8/1/2010	8/1/2010	\$33.73	\$33.73	\$33.73	
D		RN	7569823	4144	RETP	7/30/2010	7/30/2010	\$352.93	\$352.93	\$352.93	
D		RN	7570047	4144	HVAP	7/30/2010	7/30/2010	\$943.38	\$943.38	\$943.38	
D		RD	7588601	4144	BMRR	9/1/2010	9/1/2010	\$9,887.50	\$9,887.50	\$6,591.67	\$3,295.83
D		RD	7588601	4144	CAMO	9/1/2010	9/1/2010	\$2,369.00	\$2,369.00	\$1,579.33	\$789.67
D		RD	7588601	4144	HVCS	9/1/2010	9/1/2010	\$1,042.74	\$1,042.74	\$695.16	\$347.58
D		RD	7588601	4144	MKFD	9/1/2010	9/1/2010	\$659.17	\$659.17	\$439.45	\$219.72
D		RD	7588601	4144	RETX	9/1/2010	9/1/2010	\$1,553.00	\$1,553.00	\$1,035.33	\$517.67
D		RD	7588601	4144	WTSR	9/1/2010	9/1/2010	\$33.73	\$33.73	\$22.49	\$11.24
D		RD	7637910	4144	BMRR	10/1/2010	10/1/2010	\$9,887.50	\$9,887.50	\$9,887.50	\$9,887.50
D		RD	7637910	4144	CAMO	10/1/2010	10/1/2010	\$2,369.00	\$2,369.00	\$2,369.00	\$2,369.00
D		RD	7637910	4144	HVCS	10/1/2010	10/1/2010	\$1,042.74	\$1,042.74	\$1,042.74	\$1,042.74
D		RD	7637910	4144	MKFD	10/1/2010	10/1/2010	\$659.17	\$659.17	\$659.17	\$659.17
D		RD	7637910	4144	RETX	10/1/2010	10/1/2010	\$1,553.00	\$1,553.00	\$1,553.00	\$1,553.00
D		RD	7637910	4144	WTSR	10/1/2010	10/1/2010	\$33.73	\$33.73	\$33.73	\$33.73
D		RD	7726767	4144	WTSR	11/1/2010	11/1/2010	\$33.73	\$33.73	\$33.73	\$33.73
D		RD	7726767	4144	HVCS	11/1/2010	11/1/2010	\$1,042.74	\$1,042.74	\$1,042.74	\$1,042.74
Lease: 67625									\$38,898.92		
Total									\$43,997.98	\$17,095.60	\$21,803.32

Operating Unit: 4144 ASHLEY STEWART WOMAN
 Company 4144 Cumberland Mall

ASHLEY STEWART WOMAN

Cumberland Mall

Tenant ID: 3201859 Property Number: 4144 Unit ID: 0168 Area: 3955
 Lease Number: 67625 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: 7/14/2009 Signed: 9/22/2010 Rent Start: 9/24/1997 Orig End: 1/31/2015
 Lease Beg: 9/24/1997 Open: 9/24/1997 Lease Ending: 1/31/2015

Recurring Charges

Bill Code	Description	Amount	Annual Amount	Amount PSF	Annual Amount PSF	Area	Frequency
BMRG	Base Minimum Rent-Gross	\$12,524.17	\$150,290.04	\$3.17	\$38.00	3955	Monthly
HVCS	HVAC-Store	\$1,042.74	\$12,512.88	\$0.26	\$3.16	3955	Monthly
WTSR	Water & Sewer	\$33.73	\$404.76	\$0.01	\$0.10	3955	Monthly

Steps

Bill Code	Description	Effective Date	Amount	Frequency
BMRG	Base Minimum Rent-Gross	2/1/2010	\$12,524.17	Monthly
BMRG	Base Minimum Rent-Gross	2/1/2011	\$13,025.13	Monthly
BMRG	Base Minimum Rent-Gross	2/1/2012	\$13,545.88	Monthly
BMRG	Base Minimum Rent-Gross	2/1/2013	\$14,086.39	Monthly
BMRG	Base Minimum Rent-Gross	2/1/2014	\$14,649.98	Monthly
HVCS	HVAC-Store	2/1/2010	\$1,042.74	Monthly
WTSR	Water & Sewer	2/1/2010	\$33.73	Monthly

Breakpoints

Begin Date	Breakpoint	Pct
2/1/2010	\$925,000	5.00 %
2/1/2011	\$962,000	5.00 %
2/1/2012	\$1,000,480	5.00 %
2/1/2013	\$1,040,499	5.00 %
2/1/2014	\$1,082,119	5.00 %

Retail Billing and Reporting Information

Unit Type: INM Inline Mall
 Store Category: 1 Inline Tenants < 10,000
 Tenant Category: 150 Women's Apparel

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