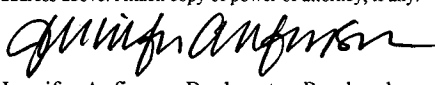



UNITED STATES BANKRUPTCY COURT COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
Name of Debtor: <p style="text-align: center;">UBI LIQUIDATING CORP. f/k/a URBAN BRANDS, INC.</p>	Case Number: 10-13005 (KJC)
NOTE: This form should not be used to make a claim for administrative expenses arising after the 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): OGLETHORPE MALL 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> Telephone number: (312) 960 - 2931	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): SAME Telephone number:	<div style="border: 1px solid black; padding: 10px;"> <p style="font-size: 1.2em; margin: 0;">RECEIVED</p> <p style="font-size: 1.5em; margin: 5px 0 0 0;">DEC 13 2010</p> <p style="font-size: 1.2em; margin: 0;">BMC GROUP</p> </div>
1. Amount of Claim as of Date Case Filed: <u>\$ 59,232.29</u> * *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. <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.	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. <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).
2. Basis for Claim: <u>NON-RESIDENTIAL REAL ESTATE LEASE OBLIGATIONS</u> (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: <u>Ashley Stewart – Oglethorpe Mall</u> (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: \$ _____	<input type="checkbox"/> 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.
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: <u>12/9/10</u>  Jennifer Anfinson – Bankruptcy Paralegal	FOR COURT USE ONLY Urban Brands  00323

Tenant: 2232545 ASHLEY STEWART
 Company 4167 Oglethorpe Mail
 Operating Unit 4167 Oglethorpe Mail
 Lease: 224765 Unit No 160

Type: NR New-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		RU	2408252	4167	UC	10/12/2010	10/12/2010	(\$15,387.05)	(\$15,387.05)		
D		RD	6924735	4167	RETX	9/1/2009	9/1/2009	\$1,608.84	\$190.00	\$190.00	
D		RD	6971696	4167	RETX	10/1/2009	10/1/2009	\$1,608.84	\$190.00	\$190.00	
D		RN	7000346	4167	RETP	9/29/2009	9/29/2009	(\$1,188.40)	(\$1,188.40)	(\$1,188.40)	
D		RD	7039510	4167	RETX	11/1/2009	11/1/2009	\$1,608.84	\$190.00	\$190.00	
D		RD	7114178	4167	CAMT	12/1/2009	12/1/2009	\$7,698.21	\$294.49	\$294.49	
D		RD	7114178	4167	RETX	12/1/2009	12/1/2009	\$1,608.84	\$1,608.84	\$1,608.84	
D		RD	7154042	4167	BMRR	1/1/2010	1/1/2010	\$5,890.00	\$5,890.00	\$5,890.00	
D		RD	7154042	4167	CAMT	1/1/2010	1/1/2010	\$8,083.12	\$8,083.12	\$8,083.12	
D		RD	7154042	4167	RETX	1/1/2010	1/1/2010	\$1,848.53	\$1,848.53	\$1,848.53	
D		RD	7213685	4167	CAMT	2/1/2010	2/1/2010	\$8,083.12	\$384.91	\$384.91	
D		RD	7213685	4167	RETX	2/1/2010	2/1/2010	\$1,848.53	\$239.69	\$239.69	
D		RD	7256109	4167	CAMT	3/1/2010	3/1/2010	\$8,083.12	\$384.91	\$384.91	
D		RD	7256109	4167	RETX	3/1/2010	3/1/2010	\$1,848.53	\$239.69	\$239.69	
D		RD	7308876	4167	CAMT	4/1/2010	4/1/2010	\$8,083.12	\$384.91	\$384.91	
D		RD	7308876	4167	RETX	4/1/2010	4/1/2010	\$1,848.53	\$239.69	\$239.69	
D		RD	7383018	4167	CAMT	5/1/2010	5/1/2010	\$8,083.12	\$384.91	\$384.91	
D		RD	7383018	4167	RETX	5/1/2010	5/1/2010	\$1,848.53	\$239.69	\$239.69	
D		RN	7404589	4167	RETP	4/30/2010	4/30/2010	\$546.22	\$546.22	\$546.22	
D		RD	7426669	4167	BMRR	6/1/2010	6/1/2010	\$6,080.00	\$190.00	\$190.00	
D		RD	7426669	4167	CAMT	6/1/2010	6/1/2010	\$8,083.12	\$384.91	\$384.91	
D		RD	7426669	4167	RETX	6/1/2010	6/1/2010	\$1,848.53	\$239.69	\$239.69	
D		RD	7480651	4167	BMRR	7/1/2010	7/1/2010	\$6,080.00	\$6,080.00	\$6,080.00	
D		RD	7480651	4167	CAMT	7/1/2010	7/1/2010	\$8,083.12	\$8,083.12	\$8,083.12	
D		RD	7480651	4167	RETX	7/1/2010	7/1/2010	\$1,848.53	\$1,848.53	\$1,848.53	
D		RD	7531344	4167	BMRR	8/1/2010	8/1/2010	\$6,080.00	\$6,080.00	\$6,080.00	
D		RD	7531344	4167	CAMT	8/1/2010	8/1/2010	\$8,083.12	\$3,651.88	\$3,651.88	
D		RD	7531344	4167	RETX	8/1/2010	8/1/2010	\$1,848.53	\$1,848.53	\$1,848.53	
D		RD	7599873	4167	BMRR	9/1/2010	9/1/2010	\$6,080.00	\$6,080.00	\$4,053.33	\$2,026.67
D		RD	7599873	4167	CAMT	9/1/2010	9/1/2010	\$8,083.12	\$8,083.12	\$5,388.75	\$2,694.37
D		RD	7599873	4167	RETX	9/1/2010	9/1/2010	\$1,848.53	\$1,848.53	\$1,232.35	\$616.18
D		RD	7640579	4167	BMRR	10/1/2010	10/1/2010	\$6,080.00	\$6,080.00	\$6,080.00	\$6,080.00
D		RD	7640579	4167	CAMT	10/1/2010	10/1/2010	\$8,083.12	\$8,083.12	\$8,083.12	\$8,083.12
D		RD	7640579	4167	RETX	10/1/2010	10/1/2010	\$1,848.53	\$1,848.53	\$1,848.53	\$1,848.53
D		RD	7697279	4167	CAMT	11/1/2010	11/1/2010	\$8,083.12	\$384.91	\$384.91	\$384.91
D		RD	7697279	4167	RETX	11/1/2010	11/1/2010	\$1,848.53	\$239.69	\$239.69	\$239.69
Lease: 224765									\$65,818.71	\$59,232.29	\$6,586.42
Total ASHLEY STEWART											
Operating Unit: 4167 Oglethorpe Mail											
Company 4167 Oglethorpe Mail											

Operating Unit: 4167
 Company 4167

ASHLEY STEWART

Oglethorpe Mall

Tenant ID: 2232545	Property Number: 4167	Unit ID: 0160	Area: 4560
Lease Number: 224765	Lease Type: New-Retail	Lease Status: Active-Signed/Open Bankruptcy	

Legal Address

URBAN BRANDS, INC.
 100 METRO WAY
 SECAUCUS, NJ 07094

Billing Address

ASHLEY STEWART
 100 METRO WAY
 SECAUCUS, NJ 07094

Lease Dates

Approved: 2/13/2006	Signed: 4/13/2006	Rent Start: 6/1/2006	Orig End: 5/31/2016
	Lease Beg: 6/1/2006	Open: 6/1/2006	Lease Ending: 5/31/2016

Recurring Charges

Bill Code	Description	Amount	Annual Amount	Amount PSF	Annual Amount PSF	Area	Frequency
BMRR	Base Minimum Rent	\$6,080.00	\$72,960.00	\$1.33	\$16.00	4560	Monthly
CAMT	CAMT-Total Operating Exp. Reim	\$8,083.12	\$96,997.44	\$1.77	\$21.27	4560	Monthly
RETX	Real Estate Tax	\$1,848.53	\$22,182.36	\$0.41	\$4.86	4560	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