
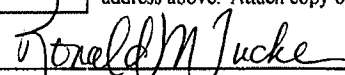


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: <b>UBI Liquidating Corp. f/k/a Urban Brands, Inc</b>		Case Number: <b>10-13005</b>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A 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>SIMON PROPERTY GROUP INC</b>		<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 notices should be sent:  25641046025419 SIMON PROPERTY GROUP INC RONALD M TUCKER ESQ 225 W WASHINGTON ST INDIANAPOLIS, IN 46204		
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
RECEIVED  JAN 11 2011  Telephone No. <b>BMC GROUP</b>		
1. Amount of Claim as of Date Case Filed: \$ <b>18,206.93</b>  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 the claim. Attach itemized statement of all 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 commission (up to \$11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, which ever 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 \$2,600* 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"/> Section 503(b)(9) Claim -- check this box if your claim is for the value of goods received by the Debtor within 20 days before the commencement of the case -- 11 U.S.C. § 503(b)(9). <input checked="" type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a) <b>(2)</b> .  Amount entitled to priority: <b>\$ 100.00</b>  * Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: <u>Commercial lease</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>5211</u>  3a. Debtor may have scheduled account as: _____ (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. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____ (See instruction #6 on reverse side.)		
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. 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 DOCUMENT MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date: <b>1/7/11</b>	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.   <b>Ronald M. Tucker, Esq</b> <b>Vice President/Bankruptcy Counsel</b>	

FOR COURT USE ONLY



00451

Urban Brands

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

**Items to be completed in Proof of Claim form****Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**4. Secured Claim.**

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

**5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).**

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9)**

State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

**7. Credits:**

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**8. Documents:**

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

**Date and Signature:**

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

**Claim**

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. § 506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION****Acknowledgement of Filing a Claim**

To receive acknowledgement of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.bmcgroup.com/UrbanBrands>

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOFS OF CLAIM TO:

**Via Regular U.S. Mail** **Via Overnight Courier**

BMC Group, Inc.	BMC Group, Inc.
Attn: Urban Brands	Attn: Urban Brands
Claims Processing	Claims Processing
P.O. Box 3020	18750 Lake Drive East
Chanhassen, MN 55317	Chanhassen, MN 55317

TENANT: PETST/ Petrie Stores Corp. INACTIVE SPACE  
 LEASE: MAR//// Marianne Mills  
 PRODUCT: 5211 Grapevine Mills TX

EXECUTION DATE: 12/29/2005 LEASE STATUS: Terminated Lease LEASE ID CORP ADDRESS  
 LEASE START DATE: 3/30/2006 LEASE TYPE: Lease SECURITY DEPOSIT: .00 UNKNOWN LEASE ID BILLING ADDRESS  
 REPLACEMENT DATE: 3/31/2016 CORP NAME: Marianne U.S.P.R. MARIANNE U.S.P.R.  
 INSURANCE EXP: Terms: Due On or Before 1st SECAUCUS NJ 07094-

---SPACE INFO--- SEQ #: 1 UNIT TYPE: INL SPACE TYPE: RET  
 FLOOR: 01 UNIT: 250 OPEN 3/30/2006 SALES REPORTING  
 SO FT RENTABLE SPACE START 3/30/2006 CLOSE 7/31/2008 AUDITED STATEMENT  
 LEASE 5,500 SPACE END 7/31/2008 VACATE 7/31/2008 PAYMENT Monthly 10  
 ACTUAL 5,494 RCD 3/30/2006 TERM 7/31/2008 SALES YEAR Jan - Dec Monthly 10  
 SIC 0410 Ladies Popular

RENT PERIOD	INFO	Ann Rent	Sq/Ft	Monthly Rent	BREAK POINT	INFO	Sls	Chg	Ovrg%	Product
Start Dc	End Date				Start Dc	End Date	Cat	Typ		Sls Base
7/01/07	9/30/08	BMR	110,000.04	20.00	3/30/06	7/31/08	RET	BOV	5.000	2,199,999
8/01/08	9/30/08	BMR	110,000.04	20.00	1/01/09	12/31/09	RET	BOV	5.000	2,365,753
4/01/09	3/31/11	BMR	120,999.96	22.00	1/01/10	12/31/10	RET	BOV	5.000	2,420,000
4/01/11	3/31/14	BMR	132,000.00	24.00	1/01/11	12/31/11	RET	BOV	5.000	2,585,753
4/01/14	3/31/16	BMR	143,000.04	26.00	1/01/12	12/31/13	RET	BOV	5.000	2,640,000
					1/01/14	12/31/14	RET	BOV	5.000	2,805,753
					1/01/15	3/31/16	RET	BOV	5.000	2,860,000

---CURRENT MONTHLY OBLIGATIONS---

Charge Description	Ann Amt	Sq/Ft	Monthly Rent	Monthly Pay	Eff Date	End Date	Recovery Information
BMR Base Minimum Rent Fi	110,000.04	20.00	9,166.67	7/01/07	9/30/08		
CMR Trash Removal	3,834.60	.70	319.55	5/01/08	8/31/08		
DWT Ten Reim - Domestic	495.00	.09	41.25	7/01/07	8/31/08		
ELE Ten Reim - Electric	16,800.12	3.05	1,400.01	7/01/07	8/31/08		Cap/Max: Y Rate: 100% Amt: %
GRT Gross Receipts Tax	3,630.00	.66	302.50	1/01/08	9/30/08		
OPR Oprng Costs Fixed	91,380.72	16.61	7,615.06	1/01/08	9/30/08		
PPD Ten Reim - Promotion	5,855.76	1.06	487.98	1/01/08	9/30/08		
RET Ten Reim - R/E Tax	33,549.96	6.10	2,795.83	1/01/08	9/30/08		
CURRENT OBLIGATION:	265,546.20	48.27	22,128.85				

Current Effective Rent: 110,000.00  
 Total Ancillaries: 155,546.17  
 Total Charges: 265,546.20  
 Effective Rent/Sq Ft: 48.26

% OF LAST YR SALES  
 .00% This year (Est):  
 .00% Last year sales:  
 .00% 2nd Prev Yr sls:

RECOVERY INFORMATION  
 ELE Electricity  
 FIXED @ RECURRING CHARGE  
 GRT Gross Receipts Tax  
 Rented/Occ TERMINATED TENANT  
 Cap/Max: Y Rate: 100% Amt: %

October 3, 2008

Marianne USPR  
100 Metro Way  
Secaucus, NJ 07094

VIA DHL # 29225919951

**Re: Obligations Under Lease Between GRAPEVINE MILLS LIMITED  
PARTNERSHIP, a Delaware limited partnership ("Landlord") and  
MARIANNE U.S.P.R., a Delaware corporation, ("Tenant")  
Demand for Payment – Amount Due: \$696,230.06**

Dear Tenant:

Please be advised that the undersigned attorney represents GRAPEVINE MILLS LIMITED PARTNERSHIP, a Delaware limited partnership ("Landlord"), for the premises located at Grapevine Mills, 3000 Grapevines Mills Parkway, Space #250, Grapevine, TX 76051 ("Leased Premises"). On or about December 29, 2005, Tenant entered into a lease agreement with Landlord for the Leased Premises, consisting of approximately 5500 square feet ("Lease"), at the shopping center known as GRAPEVINE MILLS located in Grapevine, Texas ("Shopping Center").

Under the written Lease, (hereinafter collectively "Lease"), Tenant agreed to pay a minimum monthly rental in advance, each and every month, on the first day of the month. Tenant also agreed to pay for additional rent, taxes, media charges, trash removal, utilities, and other service charges, as described in the Lease referenced above, for the term of the Lease. Despite notice and demand, Tenant has failed, refused, and continues to fail and refuse to pay rentals and other charges due and owing through March 31, 2016, the natural expiration of the Lease, in the amount of \$696,230.06.

The undersigned will assume that the debt is valid unless the undersigned receives notice from Tenant within thirty (30) days after its receipt of this letter that Tenant disputes the validity of the debt, or any portion thereof.

Page Two  
October 3, 2008

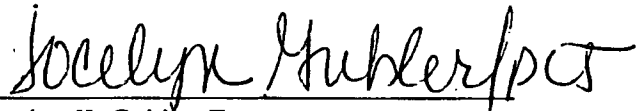
If the undersigned receives written notice from Tenant within said thirty (30) day period that the debt, or any portion thereof, is disputed, the undersigned will obtain verification of the debt and mail a copy of such verification to Tenant. Please be advised that the undersigned can and may use any information that Tenant provides to collect upon this debt.

If the total sum is not paid within thirty (30) days from the date of this letter, the undersigned will attempt to obtain a judgment on behalf of Landlord to collect these sums. In addition, Landlord will seek to recover pre-judgment interest, court costs, and attorney fees in addition to the balance owing under the lease.

Your cooperation with this demand will avoid expensive and unnecessary litigation. If you have any questions, please contact me at (317) 263-7017, or my paralegal, Peggy Jones, at (317) 263-2202. This matter warrants your immediate attention.

**THIS IS AN ATTEMPT TO COLLECT A DEBT AND ANY INFORMATION RECEIVED HEREIN WILL BE USED FOR THAT PURPOSE.**

Sincerely,



Jocelyn K. Gubler, Esq.  
Attorney at Law

cc: Paralegal  
Lease File (5211/MAR////)

NET PRESENT VALUE ANALYSIS

	Grapevine Mills		2009		2010		2011		2012		2013		2014		2015		2016	
Marlanne	8/1/2008																	
5211	3/31/2016																	
From:	3.0%																	
To:	4.3%																	
Ancillary Trend																		
Discount Rate																		
Annual Base Rent:	45,833.35		119,166.64		120,999.96		31,176.66		132,000.00		132,000.00		141,166.70		143,000.00		35,750.01	
Monthly Ancillaries:																		
Operating costs	7,615.06		7,843.51		8,078.82		8,321.18		8,570.82		8,827.94		9,092.78		9,365.56		9,646.53	
Promo	487.98		502.62		517.70		533.23		549.23		565.70		582.67		600.15		618.16	
Taxes	2,795.83		2,879.70		2,966.10		3,055.08		3,146.73		3,241.13		3,338.37		3,438.52		3,541.67	
X # Months:	10,898.87		11,225.84		11,562.61		11,909.49		12,266.77		12,634.78		13,013.82		13,404.24		13,806.36	
Total Occupancy Cost	54,494.35	12	134,710.03	12	138,751.33	12	142,913.87	12	147,201.29	12	151,617.33	12	156,165.85	12	160,850.82	3	41,419.09	
	100,327.70		253,876.67		259,751.29		174,090.53		279,201.29		283,617.33		297,332.55		303,850.82		77,169.10	
Sum of Future Rents		\$	788,046.20															
Present Value of Future Rents		\$	755,919.62															
AR Balance		\$	20,110.44															
Mitigation		\$	79,800.00															
Total Net Present Value			\$696,230.06															

502(b)(6) rejection damage calculation:  
 # of months remaining on the lease: 92  
 Obligations through end of lease term: \$788,046.20  
 15% of rent remaining for lease term: \$118,206.93

January 7, 2011

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
P. O. Box 3020  
Chanhassen, MN 55317

RE: UBI Liquidating Corp., et al.  
Chapter 11  
10-13005 (KJC) Jointly Administered

To Whom It May Concern:

Enclosed please find an original and two (2) copies of our Proof of Claim in the above referenced cause. Please file-stamp, forward accordingly and return the remaining file-stamped copies to me in the enclosed self-addressed, postage paid envelope.

Thank you in advance for your attention to this matter. If you have any question or concerns, please do not hesitate to contact me at (317) 685-7325.

Sincerely,



Patty Summers  
Bankruptcy Paralegal  
Simon Property Group  
Telephone: 317-685-7325  
Facsimile: 317-263-7901



**2ND**

Pieces: **1/1**

FM: Simon Property Group

Peggy L. Jones

Legal Collections

225 West Washington Street

Indianapolis, IN 46204

UNITED STATES Phone: 317-263-2202

To: MARIANNE USPR

100 METRO WAY

SECAUCUS, NJ 07094

UNITED STATES

ORIGIN: **IND**

Sender's ref

5211 MAR

POSTCODE

**07094**

TEL: 201-319-1173

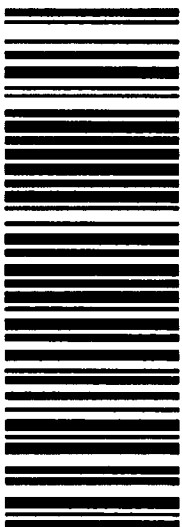
**07TU** Day

Description: SIGNATURE REQUIRED!

Weight: Letter

Date: 2008-10-03

DHL standard terms and conditions apply.



(2L)US07094

**HDCM 0W**  
**ABH**



WAYBILL: 29225919951

(Non-Negotiable)

Please fold or cut in half

**DO NOT PHOTOCOPY**

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Printed waybills will be invoiced unless the shipment is voided.

For Tracking, please go to [www.dhl-usa.com](http://www.dhl-usa.com) or call 1-800-225-5345

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