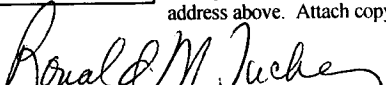



<b>UNITED STATES BANKRUPTCY COURT</b>		<b>District of Delaware</b>	<b>PROOF OF CLAIM</b>
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin	
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): Century III Mall, L.P.		8245 ASHST//	
Name and address where notices should be sent: c/o Simon Property Group, Inc., 225 West Washington Street, Indianapolis, IN 46204 Attn: Bankruptcy Department		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____	
Telephone number: (317) 636-1600			
Name and address where payment should be sent (if different from above): Century III Mall, L.P. PO Box 643333, Pittsburgh, PA 15264-3333		<b>RECEIVED</b>  <b>JAN 11 2011</b>  <b>BMC GROUP</b>	
Telephone number:			
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>130,040.21</u>  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.		<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a).</b> 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 debtor's 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 checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( <u>2</u> ).  <b>Amount entitled to priority:</b> \$ <u>2,982.43</u>	
<b>2. Basis for Claim:</b> <u>commercial lease</u> (See instruction #2 on reverse side.)			
<b>3. Last four digits of any number by which creditor identifies debtor:</b> <u>8245</u>  <b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)			
<b>4. Secured Claim</b> (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.  <b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <b>Describe:</b>  <b>Value of Property:</b> \$ _____ <b>Annual Interest Rate</b> ____%  <b>Amount of arrearage and other charges as of time case filed included in secured claim,</b> <b>if any:</b> \$ _____ <b>Basis for perfection:</b> _____  <b>Amount of Secured Claim:</b> \$ _____ <b>Amount Unsecured:</b> \$ _____			
<b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
<b>7. Documents:</b> 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:			
<b>Date:</b> 12/27/2010		<b>Signature:</b> 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.	
 /s/ Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel		<b>FOR COURT USE ONLY</b>  Urban Branch  00452	

Tenant URBBR/  
 Project 8245  
 Lease ASHST// Ashley Stewart Woman

Urban Brands Inc  
 Century III Mall  
 Ashley Stewart Woman

Scan  
 Deposits All Zero

Date	Document	Check#	Description	Amount	Outstanding
9/01/10	R 5311827 001		Base Minimum Rent Fixed	5075.00	1691.67
9/01/10	R 5311827 002		Operating Costs Fixed - NEW	2379.98	793.33
9/01/10	R 5311827 003		Ten Reim - R/E Tax	1590.17	391.47
9/01/10	R 5311827 004		Trash Removal	219.46	73.15
9/01/10	R 5311827 005		Ten Reim - Domestic Water	52.30	17.43
9/01/10	R 5311827 006		Ten Reim - Sewage Treatment	46.14	15.38
9/22/10	G 1388118 001		(Pre Petition / DOF 09/21/10)	6274.44	6274.44
Prior		.00	Net	9256.87	9256.87
End			End		

2,982.43  
 post petition stub

\* See attached for breakdown of charges

End of report

DOF 9/21/10

Tenant URBBR/ Urban Brands Inc  
 Project 8245 Century III Mall  
 Lease ASHST// Ashley Stewart Woman

Date	Document	Description	Amount	Outstanding	* Pre	Post
7/1/2010	R 5246501 006	Ten Reim - Sewage Treatment	\$ 46.14	\$ 32.41	\$ 32.41	\$ 1,691.67
9/1/2010	R 5311827 001	Base Minimum Rent Fixed	\$ 5,075.00	\$ 5,075.00	\$ 3,383.33	\$ 793.33
9/1/2010	R 5311827 002	Operating Costs Fixed - NEW	\$ 2,379.98	\$ 2,379.98	\$ 1,586.65	\$ 530.06
9/1/2010	R 5311827 003	Ten Reim - R/E Tax	\$ 1,590.17	\$ 1,590.17	\$ 1,060.11	\$ 73.15
9/1/2010	R 5311827 004	Trash Removal	\$ 219.46	\$ 219.46	\$ 146.31	\$ 17.43
9/1/2010	R 5311827 005	Ten Reim - Domestic Water	\$ 52.30	\$ 52.30	\$ 34.87	\$ 15.38
9/1/2010	R 5311827 006	Ten Reim - Sewage Treatment	\$ 46.14	\$ 46.14	\$ 30.76	
			\$ 9,409.19	\$ 9,395.46	\$ 6,274.44	\$ 3,121.02

# SIMON™

## Rejection Claim Calculation

Rpt ID: ARBK05

Run Date/Time:

12/27/10 2:19 PM EST

Legal Collections

As of December 26, 2010

Tenant Urban Brands Inc - URBBR/  
Cause # 10-13005

Lease	Property	Rejection Date	Lease Expiration Date	Months Remaining on Lease Term	Monthly Obligations Amount	Obligations through End of Lease Term	Total Annual Charges	15 % of Rent for Remaining Lease Term	Three Years of Rent
Ashley Stewart Woman-ASHST//	Century III Mall---8245	11/30/2010	01/31/2018	86	\$9,363.05	\$805,222.30		\$120,783.34	\$337,069.80

Rejection Date is not null

Page 1 of 2

Date of Filing: 09/21/2010 Lease(s) selected: Ashley Stewart Woman-ASHST//, Ashley Stewart Woman-ASHST/1

THIS DOCUMENT CONTAINS TRADE SECRET INFORMATION OWNED BY SIMON. UNAUTHORIZED DISCLOSURE IS STRICTLY PROHIBITED AND MAY RESULT IN SERIOUS LEGAL CONSEQUENCES.

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