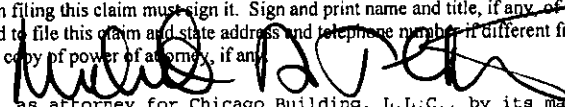



| | | | |
|--|---|--|--|
| UNITED STATES BANKRUPTCY COURT | | District of Delaware | PROOF OF CLAIM |
| Name of Debtor: UBI Liquidating Corp., et al., f/k/a Urban Brands, Inc., et al. | | Case Number: 10-13005 (KJC) | |
| NOTE: This form should not be used to make a claim for an administrative expense 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): Chicago Building, L.L.C., by its management agent, Mid-America Asset Management, Inc. | | <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: Robert D. Tepper, Esquire Schenk, Annes, Brookman, & Tepper, Ltd. 311 S. Wacker Drive, Suite 5125 Chicago, IL 60606-6657 | | <div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED JAN 19 2011 BMC GROUP </div> | |
| Telephone number: 312-554-3116 | | | |
| Name and address where payment should be sent (if different from above): | | <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. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case. | |
| Telephone number: | | | |
| 1. Amount of Claim as of Date Case Filed: <u>\$ 27,218.79</u> | | 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. | |
| 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. | | Specify the priority of the claim. | |
| 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. | | <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 \$11,725*) 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 \$2,600* 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"/> Other – Specify applicable paragraph of 11 U.S.C. §507(a)(____). | |
| 2. Basis for Claim: <u>Pre-Petition Lease Arrearages (See Attached Appendix)</u> (See instruction #2 on reverse side.) | | Amount entitled to priority: \$ _____ | |
| 3. Last four digits of any number by which creditor identifies debtor: _____ | | | |
| 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.) | | *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. | |
| 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: <u>1-8-2011</u> | 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. | | FOR COURT USE ONLY |
| |  Robert D. Tepper, as attorney for Chicago Building, L.L.C., by its management agent, Mid-America Asset Management, Inc. | | Urban Brands  00502 |

OCCUPANT LEDGER

Unit Reference Number : 390-2

Occupant Type : CURRENT

Chronological History

| Date | Charge Code | Charge Description | Invoice Number | Amount | Balance |
|------------|-------------|-------------------------------|----------------|------------|-----------|
| 07/21/2009 | PCT | Percentage Rent - 6/09 Sales | | 9,269.90 | 15,865.03 |
| 08/01/2009 | RET | Real Estate Taxes | | 607.04 | 16,472.07 |
| 08/01/2009 | HVC | Heating/Air Conditioning | | 297.60 | 16,769.67 |
| 08/12/2009 | ELE | 7/7-8/4 ELEC | | 2,990.07 | 19,759.74 |
| 08/15/2009 | PCT | Percentage Rent - 07/09 Sales | | 5,854.25 | 25,613.99 |
| 09/01/2009 | RET | Real Estate Taxes | | 607.04 | 26,221.03 |
| 09/01/2009 | ELE | Pymt. Batch 730 Check 333333 | | -21,719.28 | 4,501.75 |
| 09/01/2009 | HVC | Heating/Air Conditioning | | 297.60 | 4,799.35 |
| 09/15/2009 | PCT | Percentage Rent - 8/09 Sales | | 5,211.38 | 10,010.73 |
| 09/18/2009 | ELE | 8/4-9/3 ELEC | | 3,257.98 | 13,268.71 |
| 09/18/2009 | GAS | Gas | | 1,231.97 | 14,500.68 |
| 09/18/2009 | WTR | Reimb. - Water | | 176.14 | 14,676.82 |
| 10/01/2009 | RET | Real Estate Taxes | | 607.04 | 15,283.86 |
| 10/01/2009 | HVC | Heating/Air Conditioning | | 297.60 | 15,581.46 |
| 10/14/2009 | PCT | Percentage Rent - 9/09 Sales | | 6,576.09 | 22,157.55 |
| 10/19/2009 | ELE | 9/3-10/2 ELEC | | 2,987.37 | 25,144.92 |
| 10/21/2009 | HVC | Pymt. Batch 027 Check 334345 | | -297.60 | 24,847.32 |
| 10/21/2009 | OCR | Pymt. Batch 027 Check 334345 | | -0.42 | 24,846.90 |
| 10/21/2009 | PCT | Pymt. Batch 027 Check 334345 | | -5,818.42 | 19,028.48 |
| 11/01/2009 | RET | Real Estate Taxes | | 607.04 | 19,635.52 |
| 11/01/2009 | HVC | Heating/Air Conditioning | | 297.60 | 19,933.12 |
| 11/11/2009 | ELE | 10/2-11/3 ELEC | | 2,058.82 | 21,991.94 |
| 11/11/2009 | GAS | Gas | | 140.83 | 22,132.77 |
| 11/11/2009 | WTR | Reimb. - Water | | 60.75 | 22,193.52 |
| 11/11/2009 | WTR | Reimb. - Water | | 564.70 | 22,758.22 |
| 12/01/2009 | RET | Real Estate Taxes | | 607.04 | 23,365.26 |
| 12/01/2009 | PCT | Percentage Rent - 10/09 Sales | | 5,083.74 | 28,449.00 |
| 12/01/2009 | HVC | Heating/Air Conditioning | | 297.60 | 28,746.60 |
| 12/08/2009 | HVC | Pymt. Batch 360 Check 336381 | | -13,469.11 | 15,277.49 |
| 12/15/2009 | PCT | Percentage Rent - 11/09 Sales | | 5,307.09 | 20,584.58 |
| 12/16/2009 | ELE | 11/3-12/4 ELEC | | 1,954.08 | 22,538.66 |
| 12/16/2009 | RAP | Taxes Prior Year - 08Pay09 | | -873.27 | 21,665.39 |
| 12/21/2009 | ELE | Pymt. Batch 432 Check 337202 | | -17,759.48 | 3,905.91 |
| 01/01/2010 | RET | Real Estate Taxes | | 604.00 | 4,509.91 |
| 01/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 4,807.51 |
| 01/15/2010 | PCT | Percentage Rent - 12/09 Sales | | 6,308.68 | 11,116.19 |
| 01/21/2010 | ELE | 12/4-1/7 ELEC | | 1,979.81 | 13,096.00 |
| 02/01/2010 | RET | Real Estate Taxes | | 604.00 | 13,700.00 |
| 02/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 13,997.60 |
| 02/15/2010 | ELE | Pymt. Batch 783 Check 338519 | | -13,343.82 | 653.78 |
| 02/15/2010 | RET | Pymt. Batch 783 Check 338519 | | -3.04 | 650.74 |
| 02/15/2010 | WTR | Pymt. Batch 783 Check 338519 | | -625.45 | 25.29 |
| 02/19/2010 | ELE | 1/7-2/5 ELEC | | 2,111.49 | 2,136.78 |
| 02/20/2010 | PCT | Percentage Rent - 01/10 Sales | | 3,918.45 | 6,055.23 |
| 03/01/2010 | RET | Real Estate Taxes | | 604.00 | 6,659.23 |
| 03/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 6,956.83 |
| 03/10/2010 | HVC | Pymt. Batch 949 Check 339316 | | -4,820.05 | 2,136.78 |
| 03/10/2010 | RET | Pymt. Batch 949 Check 339316 | | -3.04 | 2,133.74 |
| 03/16/2010 | GAS | 10/09-11/09 GAS | | 554.16 | 2,687.90 |
| 03/16/2010 | WTR | 10/09-11/09 WTR/SWR | | 89.15 | 2,777.05 |
| 03/16/2010 | PCT | Percentage Rent - 2/10 Sales | | 6,048.39 | 8,825.44 |
| 03/19/2010 | ELE | ELECTRIC USAGE RECOVERY | | 1,915.11 | 10,740.55 |
| 04/01/2010 | RET | Real Estate Taxes | | 604.00 | 11,344.55 |
| 04/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 11,642.15 |

OCCUPANT LEDGER

Unit Reference Number : 390-2

Occupant Type : CURRENT

Chronological History

| Date | Charge Code | Charge Description | Invoice Number | Amount | Balance |
|------------|-------------|--------------------------------|----------------|------------|-----------|
| 04/15/2010 | PCT | Percentage Rent - 4/10 Sales | | 7,695.29 | 19,337.44 |
| 04/16/2010 | ELE | ELECTRIC USAGE RECOVERY | | 2,088.48 | 21,425.92 |
| 04/22/2010 | HVC | Pymt. Batch 215 Check 340625 | | -6,949.99 | 14,475.93 |
| 04/22/2010 | RET | Pymt. Batch 215 Check 340625 | | -3.04 | 14,472.89 |
| 05/01/2010 | RET | Real Estate Taxes | | 604.00 | 15,076.89 |
| 05/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 15,374.49 |
| 05/17/2010 | PCT | Percentage Rent - 4/10 Sales | | 5,769.99 | 21,144.48 |
| 05/17/2010 | ELE | ELECTRIC USAGE RECOVERY | | 1,937.28 | 23,081.76 |
| 06/01/2010 | RET | Real Estate Taxes | | 604.00 | 23,685.76 |
| 06/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 23,983.36 |
| 06/08/2010 | ELE | Pymt. Batch 535 Check 341986 | | -15,266.13 | 8,717.23 |
| 06/08/2010 | RET | Pymt. Batch 535 Check 341986 | | -3.04 | 8,714.19 |
| 06/08/2010 | WTR | Pymt. Batch 535 Check 341986 | | -89.15 | 8,625.04 |
| 06/15/2010 | PCT | Percentage Rent - 05/10 Sales | | 7,046.93 | 15,671.97 |
| 07/01/2010 | RET | Real Estate Taxes | | 604.00 | 16,275.97 |
| 07/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 16,573.57 |
| 07/13/2010 | HVC | Pymt. Batch 756 Check 343108 | | -14,620.12 | 1,953.45 |
| 07/13/2010 | RET | Pymt. Batch 756 Check 343108 | | -6.08 | 1,947.37 |
| 07/16/2010 | PCT | Percentage Rent - 06/10 Sales | | 8,129.19 | 10,076.56 |
| 07/26/2010 | ELE | ELECTRIC USAGE RECOVERY | | 2,212.86 | 12,289.42 |
| 08/01/2010 | RET | Real Estate Taxes | | 604.00 | 12,893.42 |
| 08/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 13,191.02 |
| 08/06/2010 | ELE | ELECTRIC USAGE RECOVERY | | 2,575.00 | 15,766.02 |
| 08/16/2010 | PCT | Percentage Rent - 07/10 Sales | | 5,110.48 | 20,876.50 |
| 08/20/2010 | ELE | ELECTRIC USAGE RECOVERY | | 2,849.15 | 23,725.65 |
| 09/01/2010 | RET | Real Estate Taxes | | 604.00 | 24,329.65 |
| 09/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 24,627.25 |
| 09/20/2010 | PCT | Percentage Rent - 08/10 Sales | | 4,338.10 | 28,965.35 |
| 10/01/2010 | RET | Real Estate Taxes | | 604.00 | 29,569.35 |
| 10/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 29,866.95 |
| 10/14/2010 | PCT | Percentage Rent - 09/10 Sales | | 5,944.65 | 35,811.60 |
| 10/18/2010 | HVC | Pymt. Batch 327 Check 345322 | | -901.60 | 34,910.00 |
| 10/18/2010 | RET | Pymt. Batch 327 Check 345322 | | -3.04 | 34,906.96 |
| 10/18/2010 | PCT | Pymt. Batch 327 Check 345357 | | -5,944.65 | 28,962.31 |
| 10/18/2010 | ELE | ELECTRIC USAGE RECOVERY | | 3,153.77 | 32,116.08 |
| 10/18/2010 | ELE | ELECTRIC USAGE RECOVERY | | 2,159.84 | 34,275.92 |
| 11/01/2010 | RET | Real Estate Taxes | | 604.00 | 34,879.92 |
| 11/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 35,177.52 |
| 11/12/2010 | HVC | Pymt. Batch 492 Check 345744 | | -901.60 | 34,275.92 |
| 11/12/2010 | RET | Pymt. Batch 492 Check 345744 | | -3.04 | 34,272.88 |
| 11/23/2010 | PCT | Percentage Rent-10/10 \$48,826 | | 4,882.64 | 39,155.52 |
| 11/29/2010 | PCT | Pymt. Batch 555 Check 345884 | | -4,882.64 | 34,272.88 |
| 12/01/2010 | PCT | Percentage Rent-11/10 | | 4,609.06 | 38,881.94 |
| 12/01/2010 | RET | Real Estate Taxes | | 604.00 | 39,485.94 |
| 12/01/2010 | ELE | Pymt. Batch 568 Check 345922 | | -825.82 | 38,660.12 |
| 12/01/2010 | HVC | Heating/Air Conditioning | | 297.60 | 38,957.72 |
| 12/09/2010 | HVC | Pymt. Batch 675 Check 346101 | | -901.60 | 38,056.12 |
| 12/09/2010 | RET | Pymt. Batch 675 Check 346101 | | -3.04 | 38,053.08 |
| 12/17/2010 | ELE | Apr-Jun Electric Reim | | 242.80 | 38,295.88 |
| 12/17/2010 | GAS | Jan-Mar 2010 Gas Reim | | 1,485.82 | 39,781.70 |
| 12/17/2010 | GAS | Apr-Jun Gas Reim | | 601.50 | 40,383.20 |
| 12/17/2010 | WTR | Apr-Jun | | 223.90 | 40,607.10 |
| 12/17/2010 | WTR | Apr-Jun Chilled Water | | 234.06 | 40,841.16 |
| 12/17/2010 | ELE | Jan-Mar 2010 Elect Reim | | 416.83 | 41,257.99 |

1/4/2011
User: JON

Mid-America Asset Mgmt.Co.

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Page 9 of 18

OCCUPANT LEDGER

Unit Reference Number : 390-2

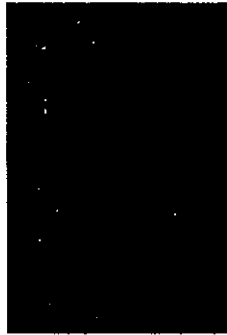
Occupant Type : CURRENT

Chronological History

| Date | Charge Code | Charge Description | Invoice Number | Amount | Balance |
|------------|-------------|------------------------------|----------------|-----------|-----------|
| 12/17/2010 | WTR | Jan-Mar 2010 Water Reim | | 227.57 | 41,485.56 |
| 12/22/2010 | HVC | Heating/Air Condi 2009/2010 | | 5,003.86 | 46,489.42 |
| 12/23/2010 | PCT | Pymt. Batch 756 Check 400961 | | -4,609.06 | 41,880.36 |
| 01/01/2011 | RET | Real Estate Taxes | | 408.74 | 42,289.10 |
| 01/01/2011 | HVC | Heating/Air Conditioning | | 1,056.45 | 43,345.55 |

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Phone: (312) 554-3116
Email: rtepper@sabt.com

January 18, 2011

VIA FEDERAL EXPRESS

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

Re: ~~In re UBI Liquidating Corp., et al., f/k/a Urban Brands, Inc.~~
Case No.: 10-13005 (Jointly Administered)
Honorable Judge Kevin J. Carey

Dear Sir or Ms.:

We represent Chicago Building, L.L.C., by its management agent, Mid-America Asset Management, Inc., as owner/landlord for the Chicago Building. Enclosed please find an original and a copy of a Pre-Petition Proof of Claim and an Administrative Expense Claim in connection with the above-referenced matter. Please file the original Claims and return file stamped copies to the undersigned in the enclosed self addressed prepaid Federal Express envelope.

If you have any questions regarding this matter, please contact the undersigned.

Very truly yours,


Robert D. Tepper

RDT/pnc
Enclosures

cc: Mr. Jon Sladek, w/encl., *via e-mail*
Mr. Stanley Nitzberg, w/encl., *via e-mail*
C. Michelle Panovich, w/encl., *via e-mail*
Mr. William Smith, w/encl., *via e-mail*
Lawrence M. Gritton, Esq., w/encl., *via e-mail*
Andrew J. Annes, Esquire, w/encl., *via e-mail*
Phillip N. Coover, Esquire, w/encl., *via e-mail*