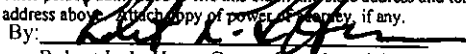


UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		PROOF OF CLAIM
Name of Debtor: UBI Liquidating Corp. f/k/a Urban Brands, Inc.		Case Number: 10-13005 (KJC)
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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): MACERICH VALLEY VIEW LIMITED PARTNERSHIP (JLL)		<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: Kelley Drye & Warren LLP 101 Park Avenue New York, New York 10178 Tel: 212-808-7800 Attn: Robert L. LeHane, Esq.		
Name and address where payment should be sent (if different from above): <div style="text-align: right;">Telephone No. _____</div>		<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.
1. Amount of Claim as of Date Case Filed: \$186,648.80 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		
2. Basis for Claim: Unpaid rent and related charges and rejection damages due under lease for premises located at Valley View Center, Dallas, TX. (Ashley Stewart) (SEE ATTACHED)		<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 type="checkbox"/> Other -- Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____ * 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.
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.)		
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: January 19 , 2011	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. By:  Robert L. LeHane, Counsel to Macerich Valley View Limited Partnership	

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Ashley Stewart Summary

PrePetition: 10,576.18

Due Date	Description	Amount	Comment
4/1/2004	Property Taxes - Prior Year	(1,258.15)	
5/1/2009	Other Utilities - Prior Year	3,210.49	
8/21/2009	Property Taxes - Prior Year	(15,549.42)	
1/1/2010	Base Rent	6,756.03	
1/1/2010	Fixed CAM - Billed	7,410.03	
1/1/2010	Promotional Fund Dues	456.03	
1/1/2010	Property Taxes	2,889.00	
1/1/2010	Environmental	4,342.00	
9/1/2010	August % Rent	3,861.49	
11/1/2020	September % Rent	4,349.35	
11/22/2010	2009 RET REIMB	(4,830.67)	
	November % Rent		TBD - need sales information currently not on aging
Total A/R Aging		10,576.18	

Due to lease default summary of back collections

	Marketing Charge	Fixed CAM	Base Rent	Total
2/1/2010	456.03	7,057.41		6,559.28
3/1/2010	456.03	7,057.41		6,559.28
4/1/2010	456.03	7,057.41		6,559.28
5/1/2010	456.03	7,057.41		6,559.28
6/1/2010	456.03	7,057.41		6,559.28
7/1/2010	456.03	7,057.41		6,559.28
8/1/2010	456.03	7,057.41		6,559.28
9/1/2010	456.03	7,057.41		6,559.28
10/1/2010	456.03	7,057.41		6,559.28
11/1/2010	456.03	7,057.41		6,559.28
Grand Total	4,568.30	70,874.07		68,692.77

Rejection Damages: 173,984.04

12/1/2010	456.03	7,057.41	6,559.28	14,072.71
1/1/2011	478.83	7,259.19	6,709.31	14,447.34
2/1/2011	478.83	7,259.19	6,709.31	14,447.34
3/1/2011	478.83	7,259.19	6,709.31	14,447.34
4/1/2011	478.83	7,259.19	6,709.31	14,447.34
5/1/2011	478.83	7,259.19	6,709.31	14,447.34
6/1/2011	478.83	7,259.19	6,709.31	14,447.34
7/1/2011	478.83	7,259.19	6,709.31	14,447.34
8/1/2011	478.83	7,259.19	6,709.31	14,447.34
9/1/2011	478.83	7,259.19	6,709.31	14,447.34
10/1/2011	478.83	7,259.19	6,709.31	14,447.34
11/1/2011	478.83	7,259.19	6,709.31	14,447.34
12/1/2011	478.83	7,259.19	6,709.31	14,447.34
1/1/2012	502.77	7,259.19	6,709.31	14,471.28
2/1/2012	502.77	7,259.19	6,709.31	14,471.28
3/1/2012	502.77	7,259.19	6,709.31	14,471.28
4/1/2012	502.77	7,259.19	6,709.31	14,471.28
5/1/2012	502.77	7,259.19	6,709.31	14,471.28
6/1/2012	502.77	7,259.19	6,709.31	14,471.28
7/1/2012	502.77	7,259.19	6,709.31	14,471.28
8/1/2012	502.77	7,259.19	6,709.31	14,471.28
9/1/2012	502.77	7,259.19	6,709.31	14,471.28
10/1/2012	502.77	7,259.19	6,709.31	14,471.28
11/1/2012	502.77	7,259.19	6,709.31	14,471.28
12/1/2012	502.77	7,259.19	6,709.31	14,471.28
1/1/2013	527.91	7,259.19	6,709.31	14,496.42
2/1/2013	527.91	7,259.19	6,709.31	14,496.42
3/1/2013	527.91	7,259.19	6,709.31	14,496.42
4/1/2013	527.91	7,259.19	6,709.31	14,496.42
5/1/2013	527.91	7,259.19	6,709.31	14,496.42
6/1/2013	527.91	7,259.19	6,709.31	14,496.42
7/1/2013	527.91	7,259.19	6,709.31	14,496.42
8/1/2013	527.91	7,259.19	6,709.31	14,496.42
9/1/2013	527.91	7,259.19	6,709.31	14,496.42
10/1/2013	527.91	7,259.19	6,709.31	14,496.42
11/1/2013	527.91	7,259.19	6,709.31	14,496.42
12/1/2013	527.91	7,259.19	6,709.31	14,496.42
1/1/2014	554.31	7,259.19	6,709.31	14,522.81
2/1/2014	554.31	7,259.19	6,709.31	14,522.81
3/1/2014	554.31	7,259.19	6,709.31	14,522.81
4/1/2014	554.31	7,259.19	6,709.31	14,522.81
5/1/2014	554.31	7,259.19	6,709.31	14,522.81
6/1/2014	554.31	7,259.19	6,709.31	14,522.81
7/1/2014	554.31	7,259.19	6,709.31	14,522.81
8/1/2014	554.31	7,259.19	6,709.31	14,522.81
9/1/2014	554.31	7,259.19	6,709.31	14,522.81
10/1/2014	554.31	7,259.19	6,709.31	14,522.81
11/1/2014	554.31	7,259.19	6,709.31	14,522.81
12/1/2014	554.31	7,259.19	6,709.31	14,522.81
1/1/2015	582.02	7,259.19	6,709.31	14,550.53
2/1/2015	582.02	7,259.19	6,709.31	14,550.53
3/1/2015	582.02	7,259.19	6,709.31	14,550.53
4/1/2015	582.02	7,259.19	6,709.31	14,550.53
5/1/2015	582.02	7,259.19	6,709.31	14,550.53
6/1/2015	582.02	7,259.19	6,709.31	14,550.53
7/1/2015	582.02	7,259.19	6,709.31	14,550.53
8/1/2015	582.02	7,259.19	6,709.31	14,550.53
9/1/2015	582.02	7,259.19	6,709.31	14,550.53
10/1/2015	582.02	7,259.19	6,709.31	14,550.53
11/1/2015	582.02	7,259.19	6,709.31	14,550.53
12/1/2015	582.02	7,259.19	6,709.31	14,550.53
1/1/2016	611.12	7,259.19	6,709.31	14,579.63
2/1/2016	611.12	7,259.19	6,709.31	14,579.63
3/1/2016	611.12	7,259.19	6,709.31	14,579.63
4/1/2016	611.12	7,259.19	6,709.31	14,579.63
5/1/2016	611.12	7,259.19	6,709.31	14,579.63
6/1/2016	611.12	7,259.19	6,709.31	14,579.63
Grand Total	35,872.81	486,164.14	448,373.84	971,410.90

Rejection damages is limited to the greater of 1 year's rent or 15% of the balance of the term of the lease, not to exceed 3 year's rent
 $971,410.90 \times 15\% = 145,711.64$
 $971,410.90 \div 67 \text{ months} = 14,498.67 \times 12 \text{ months} = 173,984.04$

Recap	PrePetition:	10,576.18
	Rejection Damages:	173,984.04
	Attorney's Fees:	2,088.58
	TOTAL	186,648.80

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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January 19, 2011

VIA OVERNIGHT MAIL

Urban Brands Claims Processing
BMC Group, Inc.
18750 Lake Drive East
Chanhausen, MN 55317

Re: UBI Liquidating Corp. f/k/a Urban Brands, Inc., et al.
Case No. 10-13005 (KJC)

Dear Sir/Madam:

With regard to the above captioned bankruptcy case, enclosed herewith is an original and copy of a proof of claim being submitted on behalf of our client Jones Lang LaSalle Americas, Inc. as follows:

Valley View Center	Dallas, TX	Macerich Valley View Limited Partnership	\$186,648.80
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Kindly file the original proof of claim and return the copy stamped "**filed**" in the self-addressed stamped overnight envelope provided for convenience. Thank you for your assistance, and should you have any questions, please feel free to contact the undersigned.

Sincerely,

Marie Vicinanza
Paralegal

Enclosures