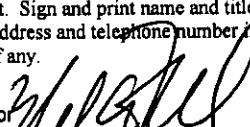



<b>UNITED STATES BANKRUPTCY COURT</b> <b>District of Delaware</b>		<b>PROOF OF CLAIM</b>
<b>Name of Debtor:</b> <b>UBI LIQUIDATING CORP. f/k/a Ubran Brands, Inc.</b>		<b>Case Number:</b> <b>10-13005</b>
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>		
<b>Name of Creditor (the person or other entity to whom the debtor owes money or property):</b> <b>CULVER CITY MALL LLC (f/k/a WESTFIELD FOX HILLS)</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
<b>Name and address where notices should be sent:</b> c/o Niclas A. Ferland, Esq. LeClairRyan, PC 545 Long Wharf Drive, 9th Floor New Haven, CT 06511  <b>Telephone number:</b> 203.672.3211      e-mail: niclas.ferland@leclairryan.com		<b>Court Claim Number:</b> _____ (if known)  <b>Filed on:</b> _____
<b>Name and address where payment should be sent (if different from above):</b>   <b>Telephone number:</b> _____		<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.
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>44,801.14</u>		<b>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.</b>  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 type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).  <b>Amount entitled to priority:</b> \$ _____  <i>*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.</i>
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>2. Basis for Claim:</b> <u>Guaranty of Prepetition Lease Arrearages</u> (See instruction #2 on reverse side.)		
<b>3. Last four digits of any number by which creditor identifies debtor:</b> _____  <b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)		
<b>4. Secured Claim (See instruction #4 on reverse side.)</b> 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.)  <b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b>  If the documents are not available, please explain: _____		
<b>Date:</b> 01/18/2011	<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.  Niclas A. Ferland, Esq.; Counsel to the Creditor 	
		<b>FOR COURT USE ONLY</b> Urban Brands  00534

**RESERVATION OF CERTAIN RIGHTS AND EXPLANATION  
OF THE SUPPORTING DOCUMENTATION ATTACHED HERETO**

1. The claim is based upon certain prepetition claims regarding a lease or a guaranty of a lease of nonresidential real property (the "Lease"), filed in accordance with 11 U.S.C. §502(b)(6) (the "Claim") and orders of this Court.

2. Attached hereto are summary and detail spreadsheets detailing the Claim by the Creditor against the Debtor.

3. A copy of the Lease should be in the possession of the Debtor. A copy of the Lease will be made available for inspection and/or copying at the office of counsel to the Creditor: Niclas A. Ferland, Esq., LeClairRyan, PC, 545 Long Wharf Drive, 9<sup>th</sup> Floor, New Haven, Connecticut 06511; 203.672.3211.

4. The Creditor reserves the right to amend this Claim from time to time to reflect additional charges, adjustments and the like, due and payable pursuant to the Lease, as the same become quantified, known or available.

5. The Creditor has authorized Niclas A. Ferland, Esq. to sign the claim form on behalf of the Creditor.

**Ashley Stewart**  
**Fox Hills**  
**1/18/2011**

**Pre**      **Post**      **Total**  
44,801.14    3,809.11    48,610.25

<b>Invoice Date</b>	<b>Remark</b>	<b>Gross Amount</b>	<b>Open Amount</b>		
7/31/2010	Overage Calculation (Bkpt, Sal	115,136.67	22,836.67	22,836.67	0.00
8/1/2010	Common Area Maintenance-Fixe	6,316.43	6,316.43	6,316.43	0.00
8/1/2010	Common Area Maintenance-Fixe	6,316.43	6,316.43	6,316.43	0.00
8/1/2010	Common Area Maintenance-Fixe	6,316.43	6,316.43	6,316.43	0.00
8/1/2010	Electricity - Fixed	1,601.74	1,601.74	1,601.74	0.00
8/1/2010	Fire Detection System - Fixed	30.00	30.00	30.00	0.00
8/1/2010	Small Shop	-12,112.50	-7,691.67	-7,691.67	0.00
8/1/2010	Small Shop	-12,112.50	-7,691.67	-7,691.67	0.00
8/1/2010	Real Estate Taxes - Fixed	3,139.43	3,139.43	3,139.43	0.00
8/1/2010	Real Estate Taxes - Fixed	3,139.43	3,139.43	3,139.43	0.00
8/1/2010	Real Estate Taxes - Fixed	3,139.43	3,139.43	3,139.43	0.00
8/1/2010	Water - Fixed	35.00	35.00	35.00	0.00
9/1/2010	Common Area Maintenance-Fixe	6,316.43	6,316.43	4,153.27	2,163.16
9/1/2010	Electricity - Fixed	1,601.74	1,601.74	1,053.20	548.54
9/1/2010	Fire Detection System - Fixed	30.00	30.00	19.73	10.27
9/1/2010	Real Estate Taxes - Fixed	3,139.43	3,139.43	2,064.28	1,075.15
9/1/2010	Water - Fixed	35.00	35.00	23.01	11.99
		<b>132,068.59</b>	<b>48,610.25</b>	<b>0.00</b>	<b>0.00</b>



January 19, 2011

**FEDERAL EXPRESS**

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

**Re: Urban Brands, Inc.**  
**Case No. 10-13005 (KJC)**

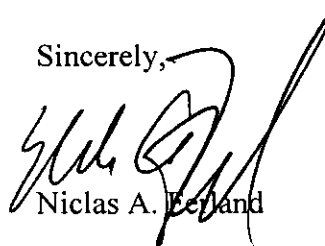
Dear Sirs:

Enclosed for filing are originals and copies of Proofs of Claim in the above-referenced matter.

Please file the originals, date stamp the copies and return the copies to me in the enclosed self-addressed, postage paid envelope.

Please contact me with any questions.

Sincerely,



Niclas A. Ferland

NAF:fr  
enclosures

E-mail: [niclas.ferland@leclairryan.com](mailto:niclas.ferland@leclairryan.com)  
Direct Phone: 203.672.3211  
Direct Fax: 203.672.3232

545 Long Wharf Drive, Ninth Floor  
New Haven, Connecticut 06511  
Phone: 203.672.3200 \ Fax: 203.672.3201

CALIFORNIA \ CONNECTICUT \ MASSACHUSETTS \ MICHIGAN \ NEW JERSEY \ NEW YORK \ PENNSYLVANIA \ VIRGINIA \ WASHINGTON, D.C.  
ATTORNEYS AT LAW \ [WWW.LECLAIRRYAN.COM](http://WWW.LECLAIRRYAN.COM)