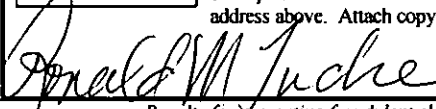



UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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): St. Charles Towne Center 0508 ASHST//		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: c/o Simon Property Group, Inc., 225 West Washington Street, Indianapolis, IN 46204 Attn: Bankruptcy Department		Court Claim Number: _____ (If known)
Telephone number: (317) 636-1600		Filed on: _____
Name and address where payment should be sent (if different from above): National City Bank, Attn: Lockbox 7645 5635 S Archer Avenue, Chicago, IL 60638-1656		<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.
Telephone number:		<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: \$ <u>64,767.78</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. 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)(2). Amount entitled to priority: \$ <u>7,196.42</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.		
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>0508</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. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		*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.
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: 03/20/2011	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.  /s/ Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel	
		FOR COURT USE ONLY Urban Brands  00599

TENANT: URBRR/4 Urban Brands Inc
 LEASE: ASHST/1 Ashley Stewart Woman
 PROJECT: 0508 St. Charles Towne Center Waldorf MD
 LEASE ID CORP ADDRESS: LEASE ID BILLING ADDRESS
 Large Apparel of Maryland Inc
 UNKNOWN
 SECURITY DEPOSIT: .00
 CORP NAME: Large Apparel of Maryland, Inc
 Terms: Due On or Before 1st

GENERAL LEASE NOTES:
 STANDARD PROVISIONS INTENTIONALLY DELETED:
 SUPPLEMENTAL AGREEMENT:
 CONSTRUCTION ALLOWANCE: Sect. 24.21 - Lessee of \$50,000 or Actual
 REPLACEMENT:
 TERMINATION:
 UTILITY: HCP: M1=60.33 M2=std M3=60.1/1/05 M4=10.12/1/04; CPI-U
 UTILITY: Base = \$3.24
 TID-RENAME:
 LID-RENAME:

---RENT PERIOD INFO---
 Start Dt End Date Ann Rent Rent Sq/Ft
 5/03/07 5/31/10 BMR 125,880.00 40.00 10,490.00
 6/01/10 5/31/14 BMR 138,468.00 44.00 11,539.00
 6/01/14 1/31/18 BMR 151,056.00 48.00 12,588.00

---CURRENT MONTHLY OBLIGATIONS---
 Charge Description Ann Amt Sq/Ft Monthly Pay Eff Date End Date
 BMR Base Minimum Rent Fi 138,468.00 44.00 11,539.00 MON 6/01/10 5/31/14
 CMP Trash Removal 3,781.08 1.20 315.09 MON 1/01/11 1/31/18
 DMT Domestic Water 234.84 .07 19.57 MON 6/01/10 1/31/18
 ELE Electricity 9,893.64 3.14 824.47 MON 4/01/10 1/31/18
 HCP HVAC Plant 15,200.04 4.83 1,266.67 MON 4/01/10 1/31/18
 MFD Media Funding 3,681.60 1.17 306.80 MON 1/01/11 12/31/11
 OFN Operating Costs Fixe 64,390.20 20.46 5,365.85 MON 1/01/11 12/31/11
 PFD Promotion Fund 3,681.60 1.17 306.80 MON 1/01/11 12/31/11
 RET R/E Tax 22,343.76 7.10 1,861.98 MON 1/01/09 1/31/18
 SEW Sewage Treatment 248.40 .08 20.70 MON 6/01/10 1/31/18
 CURRENT OBLIGATION: 261,923.16 83.22 21,826.93

---RENT TYPE: INL
 UNIT TYPE: INL
 SPACE START 5/03/2007 CLOSE
 SPACE END 1/31/2018 VACATE
 RCD 6/01/2007 TERM

---OVERAGE RENT INFO---
 SALES REPORTING Monthly
 AUDITED STATEMENT Annually
 PAYMENT Monthly
 SALES YEAR Jun May
 SIC: 0407 Ladies Special Sizes

---BREAK POINT INFO---
 Start Dt End Date Cat Type Ovrgrt
 5/31/10 5/03/07 RET BOV 5,000
 5/31/14 6/01/10 RET BOV 5,000
 6/01/14 1/31/18 RET BOV 5,000

---RECOVERY INFORMATION---
 ELE Electricity Specified & X Current Cost
 Rented/Occ
 Cap/Max: Y Rate: 100% Amt:
 OFN Oprtg Costs Fixed - New
 FIXED @ RECURRING CHARGE
 Cap/Max: Y Rate: 100% Amt:
 RET Real Estate Tax Reimbursement
 Prorate Cost
 Rented/Occ
 Cap/Max: Y Rate: 100% Amt:

This year (Est): 1,024,723.58
 Last year sales: 1,075,577.86
 2nd Prev Yr sls: 1,162,271.46

Current Effective Rent: 138,468.00
 Total Ancillaries: 123,454.96
 Total Charges: 261,923.16

1/20/11 SUMMERSP
9:13:36 OPADV00C5

CM8075 PAGE 2
V000414 CO

TENANT DETAIL SUMMARY * * * By Tenant

TENANT: URBRR/ Urban Brands Inc
LEASE: ASHT/1 Ashley Stewart Woman
PROJECT: 0508 St. Charles Towne Center
MD
.....CONTINUED
..... ACTIVE SPACE

--SPACE INFO-- SEQ #: 1 ...CONTINUED
Effective Rent/Sq Ft: 83.19

DOF 9/21/10

Tenant URBBR/ Urban Brands Inc
 Project 0508 St. Charles Towne Center
 Lease ASHST/1 Ashley Stewart Woman

Date	Document	Description	Amount	Outstanding	Pre	Post
7/1/2010	R 5222956 001	Base Minimum Rent Fixed	\$ 11,539.00	\$ 11,539.00	\$ 11,539.00	
7/1/2010	R 5222956 002	Operating Costs Fixed - NEW	\$ 5,159.47	\$ 5,159.47	\$ 5,159.47	
7/1/2010	R 5222956 003	Ten Reim-Media Funding	\$ 295.00	\$ 295.00	\$ 295.00	
7/1/2010	R 5222956 004	Ten Rein - Promotion Fund	\$ 295.00	\$ 295.00	\$ 295.00	
7/1/2010	R 5222956 005	Ten Reim - R/E Tax	\$ 1,861.98	\$ 1,861.98	\$ 1,861.98	
7/1/2010	R 5222956 006	Trash Removal	\$ 307.40	\$ 307.40	\$ 307.40	
7/1/2010	R 5222956 007	Ten Reim - HVAC Plant	\$ 1,266.67	\$ 1,266.67	\$ 1,266.67	
7/1/2010	R 5222956 008	Ten Reim - Electricity	\$ 824.47	\$ 824.47	\$ 824.47	
7/1/2010	R 5222956 009	Ten Reim - Domestic Water	\$ 19.57	\$ 19.57	\$ 19.57	
7/1/2010	R 5222956 010	Ten Reim - Sewage Treatment	\$ 20.70	\$ 20.70	\$ 20.70	
8/1/2010	R 5255170 001	Base Minimum Rent Fixed	\$ 11,539.00	\$ 11,539.00	\$ 11,539.00	
8/1/2010	R 5255170 002	Operating Costs Fixed - NEW	\$ 5,159.47	\$ 5,159.47	\$ 5,159.47	
8/1/2010	R 5255170 003	Ten Reim-Media Funding	\$ 295.00	\$ 295.00	\$ 295.00	
8/1/2010	R 5255170 004	Ten Rein - Promotion Fund	\$ 295.00	\$ 295.00	\$ 295.00	
8/1/2010	R 5255170 005	Ten Reim - R/E Tax	\$ 1,861.98	\$ 1,861.98	\$ 1,861.98	
8/1/2010	R 5255170 006	Trash Removal	\$ 307.40	\$ 307.40	\$ 307.40	
8/1/2010	R 5255170 007	Ten Reim - HVAC Plant	\$ 1,266.67	\$ 1,266.67	\$ 1,266.67	
8/1/2010	R 5255170 008	Ten Reim - Electricity	\$ 824.47	\$ 824.47	\$ 824.47	
8/1/2010	R 5255170 009	Ten Reim - Domestic Water	\$ 19.57	\$ 19.57	\$ 19.57	
8/1/2010	R 5255170 010	Ten Reim - Sewage Treatment	\$ 20.70	\$ 20.70	\$ 20.70	
9/1/2010	R 5288437 001	Base Minimum Rent Fixed	\$ 11,539.00	\$ 11,539.00	\$ 7,692.67	\$ 3,846.33
9/1/2010	R 5288437 002	Operating Costs Fixed - NEW	\$ 5,159.47	\$ 5,159.47	\$ 3,439.65	\$ 1,719.82
9/1/2010	R 5288437 003	Ten Reim-Media Funding	\$ 295.00	\$ 295.00	\$ 196.67	\$ 98.33
9/1/2010	R 5288437 004	Ten Rein - Promotion Fund	\$ 295.00	\$ 295.00	\$ 196.67	\$ 98.33
9/1/2010	R 5288437 005	Ten Reim - R/E Tax	\$ 1,861.98	\$ 1,861.98	\$ 1,241.32	\$ 620.66
9/1/2010	R 5288437 006	Trash Removal	\$ 307.40	\$ 307.40	\$ 204.93	\$ 102.47
9/1/2010	R 5288437 007	Ten Reim - HVAC Plant	\$ 1,266.67	\$ 1,266.67	\$ 844.45	\$ 422.22
9/1/2010	R 5288437 008	Ten Reim - Electricity	\$ 824.47	\$ 824.47	\$ 549.65	\$ 274.82
9/1/2010	R 5288437 009	Ten Reim - Domestic Water	\$ 19.57	\$ 19.57	\$ 13.05	\$ 6.52
9/1/2010	R 5288437 010	Ten Reim - Sewage Treatment	\$ 20.70	\$ 20.70	\$ 13.80	\$ 6.90
Cumulative Total			\$ 64,767.78	\$ 64,767.78	\$ 57,571.36	\$ 7,196.42

January 21, 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