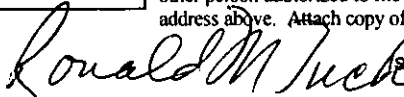



UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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): Northlake Mall 4831 ASHST//		<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: c/o Simon Property Group, Inc., 225 West Washington Street, Indianapolis, IN 46204 Attn: Bankruptcy Department		
Telephone number: (317) 636-1600		
Name and address where payment should be sent (if different from above): Northlake Mall, PO Box 402951, Atlanta, GA 30384-2951		<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: \$ 62,166.34		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: \$ 5,367.46 *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.
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>4831</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. 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: 01/20/2011	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.  Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel	
		FOR COURT USE ONLY Urban Brands  00600

TENANT: URBFR/ Urban Brands Inc
LEASE: ASHST// Ashley Stewart Woman
PROJECT: 4831 Northlake Mall

GA

Allanta

EXECUTION DATE: 12/08/1997 LEASE STATUS: Month to Month
LEASE START DATE: 4/08/1998 LEASE TYPE: Lease
LEASE END DATE: 1/31/2011 SECURITY DEPOSIT: .00
REPLACEMENT DATE: CORP NAME: Large Apparel of Georgia, Inc.

INSURANCE EXP: Terms: Due On or Before 1st
1. Agreement of Lease dated as of December 8, 1997 between Bellweather Properties of Georgia and Large Apparel of Georgia, Inc.
2. Riders to Lease
3. Guaranty of Lease dated December 8, 1997 made by Ashley Stewart Ltd. and puts tnt on rent relief - BMR and BOV in lieu of additional rents, consumables still billed.

UTILITY: CWT: adj by CPI-U only thru Rent Review
UTILITY: HVC - n/a
SUPPLEMENTAL AGREEMENT: Amendment dtd 10/23/09 extends term thru 1/31/11

LEASE ID CORP ADDRESS: UNKNOWN
LEASE ID BILLING ADDRESS: Ashley Stewart
SECAUCUS NJ 07094-

---SPACE INFO--- SEQ # 1 UNIT TYPE: INL SPACE TYPE: RET
FLOOR: 02 UNIT: 2045 SPACE OPEN 4/08/1998
SQ FT RENTABLE: 4,300 SPACE START 4/08/1998 CLOSE
LEASE 4,300 SPACE END 12/31/2059 VACATE
ACTUAL 4,357 RCD 1/23/1998 TERM

---RENT PERIOD INFO--- Rent Monthly
Start Dt End Date Ann Rent Sq/Ft Rent Sq/Ft
4/08/98 4/30/01 BMR 86,000.04 20.00 7,166.67
5/01/01 4/30/05 BMR 94,599.96 22.00 7,883.33
5/01/05 11/30/09 BMR 111,800.04 26.00 9,316.67
2/01/09 11/30/09 BMR 111,800.04 26.00- 9,316.67-
2/01/09 1/31/10 BMR 107,499.96 25.00 8,958.33
2/01/10 12/31/59 BMR 109,650.00 25.50 9,137.50

---OVERAGE RENT INFO--- FREQUENCY DAYS
SALES REPORTING Monthly 15
AUDITED STATEMENT Annually 60
PAYMENT Monthly 20
SALES YEAR Feb - Jan Ladies Special Sizes
SIC 0407

---BREAK POINT INFO--- Sls Chg Product
Start Dt End Date Cat Typ Ovr% Sls Base Ovr% Sls Base
4/08/98 1/31/01 RET BOV 6,000 1,433,333
2/01/01 1/31/02 RET BOV 6,000 1,540,833
2/01/02 1/31/05 RET BOV 6,000 1,576,666
2/01/05 1/31/06 RET BOV 6,000 1,791,666
2/01/06 1/31/09 RET BOV 6,000 1,863,333
2/01/09 12/31/59, RET BOV 12,000 700,000

---CURRENT MONTHLY OBLIGATIONS---
Charge Description Ann Amt Sq/Ft Monthly Pay Eff Date End Date
BMR Base Minimum Rent Fi 109,650.00 25.50 9,137.50 MON 2/01/10 12/31/59
CMP Trash Removal 2,620.68 .61 218.39 MON 1/01/11 12/31/59
CWT Chilled Water ELE 5,589.96 1.30 465.83 MON 4/01/10 12/31/59
DWT Domestic Water 1,662.00 .39 138.50 MON 9/01/09 12/31/59
CURRENT OBLIGATION: 126,690.00 29.47 10,557.50

Current Effective Rent: 109,650.00 OF LAST YR SALES
Total Ancillaries: 17,039.99 This year (Est): 577,053.54
Total Charges: 126,690.00 Last year sales: 587,996.56
Effective Rent/Sq Ft: 29.43 2nd Prev Yr sls: 591,184.23

RECOVERY INFORMATION
CNM Common Area w/no Adm Fee-Ins
BANKRUPT TENANT
Rented/Occ 75%
Cap/Max: Y Rate: 100% Amt:
CNX Common Area w/no Adm Fee-Ins
NO OBLIGATION
Cap/Max: Y Rate: 100% Amt:
ELE Electricity
NO OBLIGATION

1/20/14 SUMMERSP
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By Tenant

.. TENANT DETAIL SUMMARY ..

TENANT: URBBR/ Urban Brands Inc
LEASE: ASHST// Ashley Stewart Woman
PROJECT: 4831 Northlake Mall

Atlanta GA ..
...CONTINUED
ACTIVE SPACE ..

--SPACE INFO-- SEQ #: 1 ...CONTINUED

Cap/Max: Y Rate: 100% Amt: \$
RET Real Estate Tax Reimbursement
NO OBLIGATION 100%
Cap/Max: Y Rate: 100% Amt:

Tenant URBRR/ Urban Brands Inc
 Project 4831 Northlake Mall
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
11/1/2009	R 4962950 016	07/09 Common Area-No Adm Fee o	\$ (4,156.67)	\$ (795.61)	\$ (795.61)	
11/1/2009	R 4962950 017	08/09 Common Area-No Adm Fee o	\$ (4,156.67)	\$ (4,156.67)	\$ (4,156.67)	
5/1/2010	R 5158772 003	Base Minimum Rent Fixed	\$ 9,137.50	\$ 179.17	\$ 179.17	
5/1/2010	R 5158772 004	Ten Reim-Chill Water ELE Only	\$ 465.83	\$ 71.66	\$ 71.66	
5/1/2010	R 5158772 005	Ten Reim - Chilled Water	\$ 597.28	\$ 15.28	\$ 15.28	
6/1/2010	R 5196899 003	Base Minimum Rent Fixed	\$ 9,137.50	\$ 179.17	\$ 179.17	
6/1/2010	R 5196899 004	Ten Reim-Chill Water ELE Only	\$ 465.83	\$ 71.66	\$ 71.66	
6/1/2010	R 5196899 005	Ten Reim - Chilled Water	\$ 597.28	\$ 15.28	\$ 15.28	
7/1/2010	R 5231994 003	Base Minimum Rent Fixed	\$ 9,137.50	\$ 179.17	\$ 179.17	
7/1/2010	R 5231994 004	Ten Reim-Chill Water ELE Only	\$ 465.83	\$ 71.66	\$ 71.66	
7/1/2010	R 5231994 005	Ten Reim - Chilled Water	\$ 597.28	\$ 15.28	\$ 15.28	
8/1/2010	R 5264306 003	Base Minimum Rent Fixed	\$ 9,137.50	\$ 179.17	\$ 179.17	
8/1/2010	R 5264306 004	Ten Reim-Chill Water ELE Only	\$ 465.83	\$ 71.66	\$ 71.66	
8/1/2010	R 5264306 005	Ten Reim - Chilled Water	\$ 597.28	\$ 15.28	\$ 15.28	
9/1/2010	R 5297491 001	Ten Reim - Domestic Water	\$ 138.50	\$ 138.50	\$ 92.33	\$ 46.17
9/1/2010	R 5297491 002	Trash Removal	\$ 213.07	\$ 213.07	\$ 142.05	\$ 71.02
9/1/2010	R 5297491 003	Base Minimum Rent Fixed	\$ 9,137.50	\$ 9,137.50	\$ 6,091.67	\$ 3,045.83
9/1/2010	R 5297491 004	Ten Reim-Chill Water ELE Only	\$ 465.83	\$ 465.83	\$ 310.55	\$ 155.28
9/1/2010	R 5297491 006	Ten Reim - Chilled Water	\$ 597.28	\$ 597.28	\$ 398.19	\$ 199.09
9/1/2010	R 5297491 007	Ten Reim - Promo	\$ 583.70	\$ 583.70	\$ 389.13	\$ 194.57
9/1/2010	R 5297491 008	Ten Reim - RE Tax	\$ 809.83	\$ 809.83	\$ 539.89	\$ 269.94
9/1/2010	R 5297491 009	Common Area-No Admin Fee	\$ 4,156.67	\$ 4,156.67	\$ 2,771.11	\$ 1,385.56
9/1/2010	R 5297491 010	Ten Reim - Promo (12/1/09 - 8/1/10)	\$ 5,253.30	\$ 5,253.30	\$ 5,253.30	
9/1/2010	R 5297491 011	Ten Reim - RE Tax (12/1/09 - 8/1/10)	\$ 7,288.47	\$ 7,288.47	\$ 7,288.47	
9/1/2010	R 5297491 012	Common Area-No Admin Fee (12/1/09 - 8/1/10)	\$ 37,410.03	\$ 37,410.03	\$ 37,410.03	
			\$ 98,543.28	\$ 62,166.34	\$ 56,798.88	\$ 5,367.46

January 21, 2011

BMC Group, Inc.
Attn: Urban Brands Claims Processing
P. O. Box 3020
Chanhassen, MN 55317

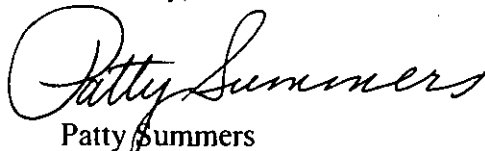
RE: UBI Liquidating Corp., et al.
Chapter 11
10-13005 (KJC) Jointly Administered

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