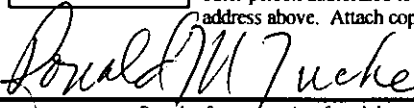



UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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): Livingston Mall 4828 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): Livingston Mall Venture PO Box 35462, Newark, New Jersey 07193 Telephone number:		
1. Amount of Claim as of Date Case Filed: \$ <u>45,057.36</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.		<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. 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)(<u>2</u>). Amount entitled to priority: \$ <u>6,205.29</u> *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.
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>4828</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.  /s/ Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel	
		FOR COURT USE ONLY Urban Brands  00601

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

By Tenant

TENANT DETAIL SUMMARY

TENANT: URBRR/ Urban Brands Inc
LEASE: ASHST// Ashley Stewart Woman
PROJECT: 4828 Livingston Mall

Livingston NJ

ACTIVE SPACE

--SPACE INFO: SEQ #: 1
11/01/09 12/31/59 BMR 99,999.96 20.72 8,333.33

---CURRENT MONTHLY OBLIGATIONS---

Charge Description	Ann Amt	Sq/Ft	Monthly Pay	Eff Date	End Date	Recovery Information
BMR Base/Minimum Rent Fi	99,999.96	20.72	8,333.33	11/01/08	12/31/59	CAM Common Area Maintenance
Chilled Water	7,239.00	1.50	603.25	6/01/10	12/31/59	NO OBLIGATION
Chilled Water	4,821.48	1.00	401.79	1/01/08	12/31/59	Cap/Max: Y Rate: 100% Amt: \$
Domestic Water	774.36	1.16	64.53	2/01/06	12/31/59	ELE Electricity
Electricity	18,126.00	3.76	1,510.50	12/01/09	1/31/11	Specified X Current Cost
CURRENT OBLIGATION:	143,701.20	29.78	11,975.10			

Current Effective Rent: 100,000.00
Total Ancillaries: 43,701.18
Effective Rent/Sq Ft: 143,701.20

This year (Est): 595,614.72
Last year sales: 611,496.96
2nd Prev Yr sls: 661,348.26

RET Real Estate Tax Reimbursement
RENT RELIEF
Rented/Occ
Cap/Max: Y Rate: 100% Amt: \$

Tenant URBRR/ Urban Brands Inc
 Project 4828 Livingston Mall
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
5/5/2010	G 1368201 001	CWE 01/01/10-5/31/10	\$ (140.75)	\$ (140.75)	\$ (140.75)	
6/14/2010	C 6043890 001	342488 hvac	\$ (11,977.36)	\$ (28.15)	\$ (28.15)	
7/12/2010	C 6085536 001	343335 hvac	\$ (11,977.36)	\$ (28.15)	\$ (28.15)	
8/25/2010	C 6136453 001	344420 hvac	\$ (11,977.36)	\$ (28.15)	\$ (28.15)	
9/1/2010	R 5297383 001	Ten Reim - Domestic Water	\$ 64.53	\$ 64.53	\$ 43.02	\$ 21.51
9/1/2010	R 5297383 002	Ten Reim - Chilled Water	\$ 401.79	\$ 401.79	\$ 267.86	\$ 133.93
9/1/2010	R 5297383 003	Base Minimum Rent Fixed	\$ 15,000.00	\$ 15,000.00	\$ 10,000.00	\$ 5,000.00
9/1/2010	R 5297383 004	Trash Removal	\$ 1,035.81	\$ 1,035.81	\$ 690.54	\$ 345.27
9/1/2010	R 5297383 005	Ten Reim - Electricity	\$ 1,510.50	\$ 1,510.50	\$ 1,007.00	\$ 503.50
9/1/2010	R 5297383 006	Ten Reim-Chill Water ELE Only	\$ 603.25	\$ 603.25	\$ 402.17	\$ 201.08
9/1/2010	R 5297383 007	Reversal of Rent Relief	\$ 26,666.68	\$ 26,666.68	\$ 26,666.68	
			\$ 9,209.73	\$ 45,057.36	\$ 38,852.07	\$ 6,205.29

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