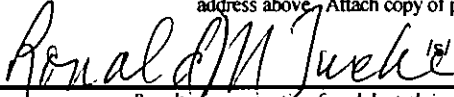



UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin
NOTE: <i>This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment 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): River Oaks Center 4671 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): Fox Valley/River Oaks Partnership 3271 Paysphere Circle, Chicago, IL 60674		<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: \$ <u>66,701.88</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)(<u>2</u>). Amount entitled to priority: \$ <u>6,830.41</u> <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.		
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>4671</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  00602

TENANT DETAIL SUMMARY By Tenant

TENANT: URBBR/ Urban Brands Inc
LEASE: ASHST// Ashley Stewart Woman
PROJECT: 4671 River Oaks Center

Calumet City IL

LEASE ID BILLING ADDRESS
Stewart River Oaks Inc.

LEASE ID CORP ADDRESS
UNKNOWN

SECAUCUS NJ 07094

EXECUTION DATE: 4/12/1994 LEASE STATUS: Executed
LEASE START DATE: 11/15/1994 LEASE TYPE: Lease-Move by Amendment
LEASE END DATE: 12/31/2011 SECURITY DEPOSIT: .00
REPLACEMENT DATE: CORP NAME: Large Apparel of Illinois, Inc

INSURANCE EXP: Terms: Due On or Before 1st
GENERAL LEASE NOTES: IT built out, @ their own expense, a store
w/n a store of approximately 2,980 sqft. The new store will
share restrooms, storage area & utilities w/ the existing
Ashley Stewart but shall have separate sales area.
\$50,000 billed for Consideration Fee for tenant downsizing premises
per legal memo dated 3-15-01

Tenant had downsizing completed as of 3-1-01. Tenant moved from 0A17 to
0A18

Per email from MM (Brian O'leary) Tnt has not taken possession of retail
space Tnt should be billed on 8259 sq ft instead of 5269. Reversed
Amendment. Amendment per Jeff Rudd is null and void.

UPDATE: Per Art Stevens, in email dated 7/9/02, we are now to process
the AMD dated 3/15/01 effective 3/1/01 to downsize the tenant premises.
Per Amendment dtd 8-25-04 to extend lease eff. 1-1-05 through 12-31-09
EMR remains the same, INS is deleted and CNI increases. All other terms
and conditions remain the same.

AMENDMENT:
ASSIGNMENT:
CONSTRUCTION ALLOWANCE: \$50,000 for downsizing premises.

REPLACEMENT:
SUPPLEMENTAL AGREEMENT: AMD dtd 7/8/10 extends terms 1/10-12/11, TNT
pays \$175K/yr in fixed rent in lieu of BMR. RET. OFN. Plus fixed CMP and
HVC plus 1% of sales that exceed \$1,432,958/yr

RENT RELIEF:
TERMINATION:
ADDITIONAL CONSIDERATION:
INTEREST:
UTILITY: HCP: exh D; bill as fixed

---SPACE INFO---	SEQ #:	2	UNIT TYPE:	INL	SPACE TYPE:	RET	---OVERAGE RENT INFO---	FREQUENCY	DAYS
FLOOR:01	UNIT:0A17A		SPACE START	3/01/2001	OPEN	3/01/2001	SALES REPORTING	Monthly	15
SQ FT RENTABLE			SPACE END	12/31/2011	CLOSE		AUDITED STATEMENT	Annually	30
LEASE	5,269		RCD		VACATE		PAYMENT	Annually	15
ACTUAL	5,269				TERM		SALES YEAR: Jan - Dec		
							SIC 0407	Ladies Special Sizes	

---RENT PERIOD INFO---		Ann Rent		Rent	Monthly	---BREAK POINT INFO---			Product			
Start Dt	End Date	Ann Rent	Rent	Sg/Ft	Start Dt	End Date	Cat	Typ	Chg	Sls Base	Ovrg	Product
3/01/01	7/31/01	BMR	121,187.04	23.00	10,098.92	3/01/01	7/31/01	RET	BOV	6,000	2,019,783	
3/01/01	7/31/01	BMR	189,957.00	23.00	15,829.75	8/01/01	12/31/09	RET	BOV	6,000	2,283,233	
3/01/01	7/31/01	BMR	121,187.04	23.00	10,098.92	1/01/10	12/31/11	RET	BOV	13,000	1,432,958	
3/01/01	7/31/01	BMX	121,187.04	23.00	10,098.92							
3/01/01	7/31/01	BMX	189,957.00	26.00	11,416.17							
8/01/01	7/31/02	BMR	136,994.04	26.00	17,894.50							
8/01/01	7/31/10	BMR	136,994.04	26.00	11,416.17							
8/01/01	3/31/02	BMX	136,994.04	26.00	11,416.17							
8/01/01	7/31/02	BMX	214,734.00	40.75	17,894.50							

TENANT: URBRR/ Urban Brands Inc
LEASE: ASHST// Ashley Stewart Woman
PROJECT: 4671 River Oaks Center

Calumet City IL

***** ACTIVE SPACE *****

---SPACE INFO--- SEQ #: 2 ...CONTINUED
1/01/10 7/31/10 BMR 136,994.04-26.00- 11,416.17-
1/01/10-12/31/11 BMR 174,999.96 33.21 14,583.33

---CURRENT MONTHLY OBLIGATIONS---

Charge Description	Ann Amt	Sq/Ft	Monthly Pay	Eff Date	End Date	Recovery Information
BMR Base Minimum Rent Fi	174,999.96	33.21	14,583.33	1/01/10	12/31/11	CNI Common Area w/o F&E
CMP Trash Removal	2,708.40	.51	225.70	1/01/09	12/31/11	FIXED @ RECURRING CHARGE
HCP HVAC Plant	8,588.52	1.63	715.71	1/01/10	12/31/11	
CURRENT OBLIGATION:	186,296.88	35.35	15,524.74			Cap/Max: Y Rate: 100% Amt:
Current Effective Rent:	175,000.00			This Year (Est):	1,354,857.97	Electricity
Total Ancillaries:	11,296.82			Last year sales:	1,243,633.58	NO OBLIGATION
Total Charges:	186,296.88			2nd Prev Yr sis:	1,388,332.00	
Effective Rent/Sq Ft:	35.35					Cap/Max: Y Rate: 100% Amt:

RET Real Estate Tax Reimbursement
Prorate Cost
Rented/Occ 80%
Cap/Max: Y Rate: 100% Amt:

DOF 9/21/10

Tenant URBBR/ Urban Brands Inc
 Project 4671 River Oaks Center
 Lease ASHST// Ashley Stewart Woman

Date	Document	Description	Amount	Outstanding	Pre	Post
9/1/2010	R 5294345 001	Trash Removal	\$ 225.70	\$ 225.70	\$ 150.47	\$ 75.23
9/1/2010	R 5294345 002	Base Minimum Rent Fixed	\$ 14,583.33	\$ 14,583.33	\$ 9,722.22	\$ 4,861.11
9/1/2010	R 5294345 003	Ten Reim - HVAC Plant	\$ 715.71	\$ 715.71	\$ 477.14	\$ 238.57
9/1/2010	R 5294345 004	Ten Reim - R/E	\$ 809.83	\$ 809.83	\$ 539.89	\$ 269.94
9/1/2010	R 5294345 005	Common Area-No	\$ 4,156.67	\$ 4,156.67	\$ 2,771.11	\$ 1,385.56
9/1/2010	R 5294345 006	Ten Reim - R/E 1/1/10 - 8/1/10	\$ 6,478.64	\$ 6,478.64	\$ 6,478.64	\$ -
9/1/2010	R 5294345 007	Common Area-No 1/1/10 - 8/1/10	\$ 39,732.00	\$ 39,732.00	\$ 39,732.00	\$ -
			\$ 66,701.88	\$ 66,701.88	\$ 59,871.47	\$ 6,830.41

January 21, 2011

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

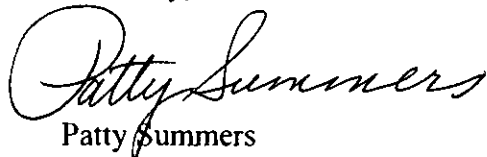
RE: UBI Liquidating Corp., et al.
Chapter 11
10-13005 (KJC) Jointly Administered

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