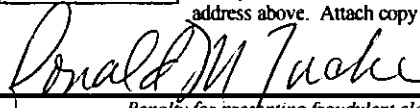



<b>UNITED STATES BANKRUPTCY COURT</b> District of Delaware		<b>PROOF OF CLAIM</b>
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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): Highland Lakes Center      8735 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):  Highland Lakes Center, LLC PO Box 643342, Pittsburgh, PA 15264-3342		<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>12,400.23</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>2,157.05</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>8735</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  00604

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.

TENANT: UBBBR/ Ashley Stewart Woman Orlando FL ACTIVE SPACE  
 LEASE: ASHST// Highland Lakes Center  
 PROJECT: 8735

EXECUTION DATE: 8/09/2005 LEASE STATUS: Executed LEASE ID CORP ADDRESS  
 LEASE START DATE: 9/01/2005 LEASE TYPE: Lease LEASE ID BILLING ADDRESS  
 LEASE END DATE: 8/31/2015 SECURITY DEPOSIT: .00 UNKNOWN Urban Brands Inc.  
 REPLACEMENT DATE: CORP NAME: Urban Brands, Inc.  
 INSURANCE EXP: Terms: Due On or Before 1st SECAUCUS NJ 07094-

GENERAL LEASE NOTES:  
 STANDARD PROVISIONS INTENTIONALLY DELETED: Option to Renew  
 SUPPLEMENTAL AGREEMENT:  
 CONSTRUCTION ALLOWANCE: CSH \$40,720.00  
 REPLACEMENT:  
 TERMINATION:  
 UTILITY:  
 TID RENAME:  
 LID RENAME:

---SPACE INFO--- SEQ #: 1 UNIT TYPE: INL SPACE TYPE: RET  
 FLOOR: 01 UNIT: 7461 OPEN 9/01/2005  
 SQ FT RENTABLE SPACE START 9/01/2005 CLOSE  
 LEASE 4,072 SQ FT SPACE END 8/31/2015 VACATE  
 ACTUAL 4,074 RCD TERM SALES REPORTING  
 SALES YEAR Sep - Aug Ladies Special Sizes

RENT PERIOD	Ann Rent	Sq/Ft	Monthly Rent	Start Dc	End Date	Cat	Typ	Ovrg%	Sls Base	Product
9/01/05 - 8/31/10	46,827.96	11.50	3,902.33	9/01/05	8/31/15	RET	BOV	5.000	936,560	Product Sls Base
9/01/10 - 8/31/15	52,935.96	13.00	4,111.33							Product Sls Base

---CURRENT MONTHLY OBLIGATIONS---  
 Charge Description Ann Amt Sq/Ft Monthly Pay Date End Date

Charge Description	Ann Amt	Sq/Ft	Monthly Pay	Date	End Date
BMR Base/Minimum Rent Fl	52,935.96	13.00	4,111.33	9/01/10	8/31/15
DWT Domestic Water	158.52	.04	13.21	MON 4/01/09	8/31/15
INS Insurance	1,628.76	.40	135.73	MON 1/01/08	8/31/15
OPM Operating Costs Fixe	9,481.20	2.33	790.10	MON 1/01/11	12/31/15
RET R/E Tax	7,818.24	1.92	651.52	MON 1/01/09	8/31/15
SRW Sewage Treatment	353.52	.09	29.46	MON 4/01/09	8/31/15
SPR Sprinkler	814.44	.20	67.87	MON 9/01/05	8/31/15

CURRENT OBLIGATION: 73,190.64  
 OF LAST YR SALES 6,099.22  
 Current Effective Rent: 52,936.00 This year (EST): 657,014.08  
 Total Ancillaries: 20,256.73 Last year sales: 644,491.33  
 Total Charges: 73,190.64 2nd Prev Yr Sls: 820,365.10  
 Effective Rent/Sq Ft: 17.95

RENT Real Estate Tax Reimbursement  
 CAP/Max: Y Rate: 100% Amt: 100%  
 Rented/Occ  
 REE Real Estate Tax Reimbursement  
 Rented/Occ Prorate Cost 100%  
 CAP/Max: Y Rate: 100% Amt: 100%

RECOVERY INFORMATION  
 OFN Oprng Costs Fixed - New  
 FIXED @ RECURRING CHARGE  
 CAP/Max: Y Rate: 100% Amt: 100%  
 Rented/Occ  
 REE Real Estate Tax Reimbursement  
 Rented/Occ Prorate Cost 100%  
 CAP/Max: Y Rate: 100% Amt: 100%

Tenant URBBR/ Urban Brands Inc  
 Project 8735 Highland Lakes Center  
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
8/1/2010	R 5279697 001	Base Minimum Rent Fixed	\$ 3,902.33	\$ 3,902.33	\$ 3,902.33	
8/1/2010	R 5279697 002	Operating Costs Fixed - NEW	\$ 767.09	\$ 767.09	\$ 767.09	
8/1/2010	R 5279697 003	Ten Reim - Sprinkler	\$ 67.87	\$ 67.87	\$ 67.87	
8/1/2010	R 5279697 004	Ten Reim - R/E Tax	\$ 651.52	\$ 651.52	\$ 651.52	
8/1/2010	R 5279697 005	Ten Reim - Domestic Water	\$ 13.21	\$ 13.21	\$ 13.21	
8/1/2010	R 5279697 006	Ten Reim - Sewage Treatment	\$ 29.46	\$ 29.46	\$ 29.46	
8/1/2010	R 5279697 007	Ten Reim - Insurance	\$ 135.73	\$ 135.73	\$ 135.73	
8/1/2010	R 5279697 008	State Sales Tax	\$ 361.86	\$ 361.86	\$ 361.86	
9/1/2010	R 5312604 001	Base Minimum Rent Fixed	\$ 4,411.33	\$ 4,411.33	\$ 2,940.89	\$ 1,470.44
9/1/2010	R 5312604 002	Operating Costs Fixed - NEW	\$ 767.09	\$ 767.09	\$ 511.39	\$ 255.70
9/1/2010	R 5312604 003	Ten Reim - Sprinkler	\$ 67.87	\$ 67.87	\$ 45.25	\$ 22.62
9/1/2010	R 5312604 004	Ten Reim - R/E Tax	\$ 651.52	\$ 651.52	\$ 434.35	\$ 217.17
9/1/2010	R 5312604 005	Ten Reim - Domestic Water	\$ 13.21	\$ 13.21	\$ 8.81	\$ 4.40
9/1/2010	R 5312604 006	Ten Reim - Sewage Treatment	\$ 29.46	\$ 29.46	\$ 19.64	\$ 9.82
9/1/2010	R 5312604 007	Ten Reim - Insurance	\$ 135.73	\$ 135.73	\$ 90.49	\$ 45.24
9/1/2010	R 5312604 008	State Sales Tax	\$ 394.95	\$ 394.95	\$ 263.30	\$ 131.65
			\$ 12,400.23	\$ 12,400.23	\$ 10,243.18	\$ 2,157.05

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