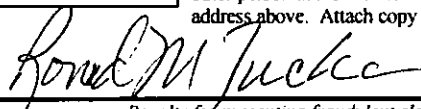



<b>UNITED STATES BANKRUPTCY COURT</b> District of Delaware		<b>PROOF OF CLAIM</b>
Name of Debtor: UBI Liquidating Corp., et al.		Case Number: 10-13005 (KJC) Joint Admin
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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): The Esplanade      5247 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): Esplanade Mall, PO Box 403452, Atlanta, GA 30384-3452  Telephone number:		<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.
1. Amount of Claim as of Date Case Filed:      \$      30,005.58  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.		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: \$      5,000.93  *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>5247</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  00605

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: URBBR/ Urban Brands Inc  
 LEASE: AASHST// Ashley Stewart Woman  
 PROJECT: 5247 The Esplanade Kenner LA  
 ACTIVE SPACE  
 LEASE ID BILLING ADDRESS  
 Large Apparel of Louisiana Inc

EXECUTION DATE: 3/24/2006 LEASE STATUS: Executed  
 LEASE START DATE: 5/31/2006 LEASE TYPE: lease  
 LEASE END DATE: 5/31/2016 SECURITY DEPOSIT: 00  
 REPLACEMENT DATE: CORP NAME: Large Apparel of Louisiana, Inc  
 INSURANCE EXP: Terms: Due On or Before 1st  
 SECAUCUS NJ 07094-

GENERAL LEASE NOTES: Commencement date of 05/31/2006 per Rent Roll  
 (1) Commencement Date (CD) : Cannot verify the CD. CD is contingent. Rent Roll reflects the CD as 5/31/2006. Abstract reflects the Rent Roll.  
 (2) Water Charge: Included in HVAC Charge.  
 STANDARD PROVISIONS INTENTIONALLY DELETED:  
 SUPPLEMENTAL AGREEMENT:  
 CONSTRUCTION ALLOWANCE:  
 TERMINATION: CASH/\$112,225. RP 1.20;Att:2

UTILITY:  
 TID RENAME:  
 LID RENAME:

---SPACE INFO--- SEQ #: 1 UNIT TYPE: INL SPACE TYPE: RET  
 FLOOR: 01 UNIT: 210 OPEN 5/31/2003  
 SO FT. RENTABLE SPACE START 5/31/2006 CLOSE  
 LEASE: 4,489 SPACE END 5/31/2016 VACATE  
 ACTUAL: 4,489 RCD 5/31/2006 TERM  
 SALES REPORTING Monthly 10  
 AUDITED STATEMENT Annually 30  
 PAYMENT Monthly 15  
 SALES YEAR Feb - Jan  
 \$1C,0407 Ladies Special Sizes

RENT PERIOD INFO	Ann Rent	Sq/Ft	Monthly Rent	Start Date	End Date	Sls Cat	Chg TYP	Ovrgt	Product Sls Base
7/01/07 - 1/31/11 BMR	89,780.04	20.00	7,481.67	5/31/06	1/31/11	RET BOV	6.000	1,496.333	
2/01/11 - 1/31/16 BMR	98,757.96	22.00	8,229.83	2/01/11	5/31/16	RET BOV	6.000	1,645.966	

---CURRENT MONTHLY OBLIGATIONS---  
 Charge Description Ann Amt Sq/Ft Monthly Pay Date End Date  
 BMR Base Minimum Rent FI 89,780.04 20.00 7,481.67 MON 7/01/07 1/31/11  
 CMP Trash Removal 5,067.84 1.13 422.32 MON 1/01/11 5/31/16  
 CVM Common Area Maintenance 63,447.72 14.13 5,287.31 MON 1/01/09 5/31/16  
 PRD Promotion Fund 2,444.48 .50 187.04 MON 7/01/07 1/31/11  
 RTR R/E Tax 8,394.48 1.87 699.54 MON 1/01/09 5/31/16  
 UTR Utility Reimbursement 11,222.52 2.50 935.21 MON 1/01/09 5/31/16  
 CURRENT OBLIGATION: 180,157.08 40.13 15,013.09

---RECOVERY INFORMATION---  
 CVM Common Area Maintenance FIXED @ RECURRING CHARGE \$  
 CAP/Max: Y Rate: 105% Amt: \$  
 INS Insurance Reimbursement NO OBLIGATION \$  
 CAP/Max: Y Rate: 100% Amt: \$

Current Effective Rent: 89,780.00  
 Total Ancillaries: 90,377.09  
 Total Charges: 180,157.08  
 Effective Rent/Sq Ft: 40.12  
 OF LAST YR SALES 14.92% This Year (Est): 505,886.45  
 15.02% Last Year sales: 601,838.85  
 29.93% 2nd Prev Yr sls: 726,561.97  
 RTR Real Estate Tax Reimbursement  
 Prorate Cost 80%

1/20/11 SUMMERSP  
9:13:36 QPADEV00CS

TENANT: URBBR/  
LEASE: ASHST//  
PROJECT: 5247

Urban Brands Inc  
Ashley Stewart Woman  
The Esplanade

Kenner

TENANT DETAIL SUMMARY

...CONTINUED

By Tenant

CM8075  
V000414 CO

PAGE 10

LA

ACTIVE SPACE

REX Real Estate Tax Reimbursement  
Prorate Cost

Rented/Occ Rate: 100% Amt: 80%

Cap/Max: Y

UTL Utilities Reimbursement  
NO OBLIGATION

Cap/Max: Y Rate: 100% Amt: \$

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

Tenant URBBR/ Urban Brands Inc  
 Project 5247 The Es planade  
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
8/1/2010	R 5269779 001	Base Minimum Rent Fixed	\$ 7,481.67	\$ 7,481.67	\$ 7,481.67	
8/1/2010	R 5269779 002	Ten Rein - Promotion Fund	\$ 187.04	\$ 187.04	\$ 187.04	
8/1/2010	R 5269779 003	Common Area Maintenance	\$ 5,287.31	\$ 5,287.31	\$ 5,287.31	
8/1/2010	R 5269779 004	Ten Reim - R/E Tax	\$ 699.54	\$ 699.54	\$ 699.54	
8/1/2010	R 5269779 005	Ten Reim - Utility Reim	\$ 935.21	\$ 935.21	\$ 935.21	
8/1/2010	R 5269779 007	Trash Removal	\$ 412.02	\$ 412.02	\$ 412.02	
9/1/2010	R 5302656 001	Base Minimum Rent Fixed	\$ 7,481.67	\$ 7,481.67	\$ 4,987.78	\$ 2,493.89
9/1/2010	R 5302656 002	Ten Rein - Promotion Fund	\$ 187.04	\$ 187.04	\$ 124.69	\$ 62.35
9/1/2010	R 5302656 003	Common Area Maintenance	\$ 5,287.31	\$ 5,287.31	\$ 3,524.87	\$ 1,762.44
9/1/2010	R 5302656 004	Ten Reim - R/E Tax	\$ 699.54	\$ 699.54	\$ 466.36	\$ 233.18
9/1/2010	R 5302656 005	Ten Reim - Utility Reim	\$ 935.21	\$ 935.21	\$ 623.47	\$ 311.74
9/1/2010	R 5302656 006	Trash Removal	\$ 412.02	\$ 412.02	\$ 274.68	\$ 137.34
			\$ 30,005.58	\$ 30,005.58	\$ 25,004.65	\$ 5,000.93

January 21, 2011

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

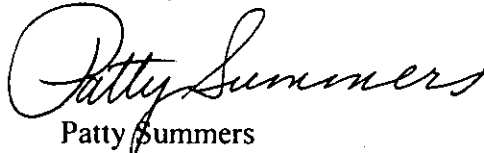
RE: UBI Liquidating Corp., et al.  
Chapter 11  
10-13005 (KJC) Jointly Administered

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