

<b>UNITED STATES BANKRUPTCY COURT</b> <b>District of Delaware</b>	<b>PROOF OF CLAIM</b>
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Name of Debtor: <b>UBI Liquidating Corp., et al.</b>	Case Number: <b>10-13005 (KJC) Joint Admin</b>
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*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): <b>Hilltop Mall 5251 ASHST//</b>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: <b>c/o Simon Property Group, Inc., 225 West Washington Street, Indianapolis, IN 46204          Attn: Bankruptcy Department</b>	Court Claim Number: _____ (If known)
Telephone number: <b>(317) 636-1600</b>	Filed on: _____

Name and address where payment should be sent (if different from above): <b>Hilltop Mall, PO Box 404556, Atlanta, GA 30384-4556</b>	<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.
Telephone number:	<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.


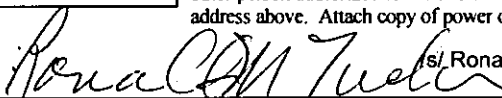
RECEIVED  
 JAN 22 2011  
 BMC GROUP

<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>24,350.75</u>	<b>5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a).</b> If any portion of your claim falls in one of the following categories, check the box and state the amount.
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"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
<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"/> 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).

<b>2. Basis for Claim:</b> <u>commercial lease</u> (See instruction #2 on reverse side.)	Specify the priority of the claim.
<b>3. Last four digits of any number by which creditor identifies debtor:</b> <u>5251</u>	<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)	<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).

<b>4. Secured Claim (See instruction #4 on reverse side.)</b> Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.	<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
<b>Nature of property or right of setoff:</b> <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <b>Describe:</b>	<input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(2).
<b>Value of Property:</b> \$ _____ <b>Annual Interest Rate:</b> ____%	<b>Amount entitled to priority:</b> <b>\$ 4,008.11</b>
<b>Amount of arrearage and other charges as of time case filed included in secured claim,</b> <b>if any: \$ _____ Basis for perfection: _____</b>	<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>
<b>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</b>	

<b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.	
<b>7. Documents:</b> 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.)	
<b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b>	
If the documents are not available, please explain:	

<b>Date:</b> <b>01/20/2011</b>	<b>Signature:</b> 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.	<b>FOR COURT USE ONLY</b> <b>Urban Brands</b>  00606
		
<b>/s/ Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel</b>		

1/20/11 SUMMERSP  
9:13:36 QPADDEV00C5

TENANT DETAIL SUMMARY

By Tenant CM8075 PAGE 11  
V000414 CO

TENANT: URBBR/ Urban Brands Inc  
LEASE: ASHST// Ashley Stewart Woman  
PROJECT: 5251 Hilltop Mall

Richmond

CA

ACTIVE SPACE

EXECUTION DATE: 10/03/2005 LEASE STATUS: Executed  
LEASE START DATE: 9/02/2005 LEASE TYPE: Lease  
LEASE END DATE: 1/31/2015 SECURITY DEPOSIT: .00

LEASE ID CORP ADDRESS

LEASE ID BILLING ADDRESS  
Urban Brands Inc.

REPLACEMENT DATE: 1/31/2015  
INSURANCE EXP: Corp Name: Large Apparel of California, I  
TERMINATION: UNKNOWN

SECAUCUS NJ 07096-

GENERAL LEASE NOTES: (1) Commencement Date (CD): Cannot verify the CD. CD is  
Discrepancy: Lease reflects Store number A106 and A110. RR reflects A106.  
Abstract reflects RR.  
STANDARD PROVISIONS INTENTIONALLY DELETED:

SUPPLEMENTAL AGREEMENT:  
CONSTRUCTION ALLOWANCE:  
CONSTRUCTION ALLOWANCE: CSH/5197,505.00 Data Sheet (6)

UTILITY:  
TID RENAME:  
LID RENAME:

SPACE TYPE: RET  
FLOOR: 01 UNIT: A106  
SQ FT RENTABLE: 4,389  
ACTUAL: 4,389  
LEASE: 4,389  
LEASE END: 1/31/2015 VACATE  
SPACE START: 9/02/2005  
SPACE END: 9/02/2005 TERM

OVERPAGE RENT INFO--  
SALES REPORTING: Monthly 30  
AUDITED STATEMENT: Annually 30  
PAYMENT: Quarterly 30  
SALES YEAR: Feb - Jan  
SIC 0407 Ladies Special Sizes

Start Dt	End Date	Ann Rent	Rent Sq/Ft	Monthly Rent	Start Dt	End Date	Sls Cat	Chg Typ	Ovrgt	Product Sls Base	Ovrgt	Product Sls Base
7/01/07	1/31/10	57,057.00	13.00	4,754.75	9/02/05	1/31/10	RET	BOV	5,000	1,141,140		
2/01/10	1/31/15	63,834.96	14.54	5,319.58	2/01/10	1/31/15	RET	BOV	5,000	1,316,700		

---CURRENT MONTHLY OBLIGATIONS---

Charge Description	Ann Amt	Sq/Ft	Monthly Pay	Eff Date	End Date
BMR Base Minimum Rent FI	63,834.96	14.54	5,319.58	2/01/10	1/31/15
CMP Trash Removal	2,975.76	.68	247.98	1/01/11	1/31/15
CVM Common Area Maintenance	71,628.48	16.32	5,969.04	1/01/09	1/31/15
PFD Promotion Fund	2,194.56	.50	182.88	7/01/07	1/31/15
RET R/E Tax	3,730.68	.85	310.89	1/01/09	1/31/15
CURRENT OBLIGATION:	144,364.44	32.89	12,030.37		

Recovery Information  
CVM Common Area Maintenance  
BANKRUPT TENANT  
Rented/Occ Rate: 100% Amt: 85%  
RET Real Estate Tax Reimbursement  
Rented/Occ Rate: 205% Amt: 4032.79  
Prorate Cost 85%

Current Effective Rent: 63,835.00  
Total Ancillaries: 80,529.42  
Total Charges: 144,364.44  
Effective Rent/Sq Ft: 32.88

OF LAST YR SALES  
7.20% This year (Est): 840,502.28  
9.08% Last year sales: 886,753.33  
16.28% 2nd Prev Yr sls: 1,039,903.46

Tenant URBBR/ Urban Brands Inc  
 Project 5251 Hilltop Mall  
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
5/7/2010	R 5182121 002	7/09-6/10 Y/E RET Adjustment	\$ 302.11	\$ 302.11	\$ 302.11	
8/1/2010	R 5270217 001	Base Minimum Rent Fixed	\$ 5,319.58	\$ 5,319.58	\$ 5,319.58	
8/1/2010	R 5270217 002	Ten Reim - Promotion Fund	\$ 182.88	\$ 182.88	\$ 182.88	
8/1/2010	R 5270217 003	Ten Reim - R/E Tax	\$ 310.89	\$ 310.89	\$ 310.89	
8/1/2010	R 5270217 004	Common Area Maintenance	\$ 5,969.04	\$ 5,969.04	\$ 5,969.04	
8/1/2010	R 5270217 005	Trash Removal	\$ 241.93	\$ 241.93	\$ 241.93	
9/1/2010	R 5302912 001	Base Minimum Rent Fixed	\$ 5,319.58	\$ 5,319.58	\$ 3,546.39	\$ 1,773.19
9/1/2010	R 5302912 002	Ten Reim - Promotion Fund	\$ 182.88	\$ 182.88	\$ 121.92	\$ 60.96
9/1/2010	R 5302912 003	Ten Reim - R/E Tax	\$ 310.89	\$ 310.89	\$ 207.26	\$ 103.63
9/1/2010	R 5302912 004	Common Area Maintenance	\$ 5,969.04	\$ 5,969.04	\$ 3,979.36	\$ 1,989.68
9/1/2010	R 5302912 005	Trash Removal	\$ 241.93	\$ 241.93	\$ 161.29	\$ 80.64
			\$ 24,350.75	\$ 24,350.75	\$ 20,342.64	\$ 4,008.11

January 21, 2011

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

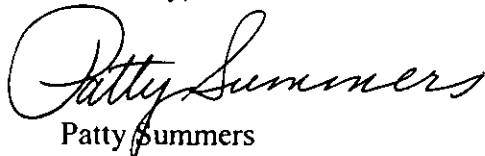
RE: UBI Liquidating Corp., et al.  
Chapter 11  
10-13005 (KJC) Jointly Administered

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