


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): Northpark Mall (MS) 5256 ASHST//		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: c/o Simon Property Group, Inc., 225 West Washington Street, Indianapolis, IN 46204 Attn: Bankruptcy Department		Court Claim Number: _____ (If known)
Telephone number: (317) 636-1600		Filed on: _____
Name and address where payment should be sent (if different from above): Northpark Mall, PO Box 403398, Atlanta, GA 30384-3398		<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.
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> RECEIVED JAN 22 2011 BMC GROUP </div>		
1. Amount of Claim as of Date Case Filed: \$ <u>33,769.81</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.
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.		Specify the priority of the claim.
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"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
2. Basis for Claim: <u>commercial lease</u> (See instruction #2 on reverse side.)		<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).
3. Last four digits of any number by which creditor identifies debtor: <u>5256</u>		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).
3a. Debtor may have scheduled account as: _____ (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).
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.		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other		<input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(2).
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: \$ _____		Amount entitled to priority: \$ <u>5,620.34</u>
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		*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.
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: <u>01/20/2011</u>	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. <i>Ronald M. Tucker</i> Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel.	FOR COURT USE ONLY Urban Brands  00607

TENANT: URBARR/ Ashley Brands Inc
 LEASE: ASST// Ashley Stewart Woman
 PROJECT: 5286 Northpark Mall (MS) Ridgeland MS

EXECUTION DATE: 7/24/2006 LEASE STATUS: Executed
 LEASE START DATE: 4/20/2007 LEASE TYPE: Lease
 LEASE END DATE: 4/30/2017 SECURITY DEPOSIT: .00
 REPLACEMENT DATE: CORP NAME: Large Apparel of Mississippi, Terms: Due On or Before 1st

GENERAL LEASE NOTES:
 STANDARD PROVISIONS INTENTIONALLY DELETED: SPR
 SUPPLEMENTAL AGREEMENT:
 CONSTRUCTION ALLOWANCE: CSH/5102.400

REPLACEMENT:
 TERMINATION:
 UTILITY: HCP sec 7.1 no lease lang. HVC intent deleted in lease
 LID RENAME:

---SPACE INFO--- SEQ # 1 UNIT TYPE: INL SPACE TYPE: RET
 FLOOR: 02 UNIT: 402 OPEN 4/20/2007
 SQ.FT. RENTABLE SPACE START 4/20/2007 CLOSE
 LEASE 4,096 4/30/2017 VACATE
 ACTUAL 4,155 RCD 5/29/2007 TERM

RENT PERIOD	Ann Rent	Rent Sq/Ft	Monthly Rent	Start Dt	End Date	Sls Cat	Chg Typ	OVrg%	Product Sls Base
7/01/07 - 1/31/13	102,399.96	25.00	8,533.33	4/20/07	1/31/13	RET	BOV	6.000	1,706,666
2/01/13 - 4/30/17	110,592.00	27.00	9,216.00	2/01/13	4/30/17	RET	BOV	6.000	1,843,200

---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 FI	102,399.96	25.00	8,533.33	7/01/07	1/31/13
CMP Trash/Removal	4,271.76	1.04	355.98	1/01/11	4/30/17
CVM Common Area Maintenance	59,187.24	14.45	4,932.27	1/01/09	4/30/17
PFD Promotion Fund	4,095.96	1.00	341.33	7/01/07	1/31/13
REF R/El Tax	12,861.48	3.14	1,071.79	1/01/08	4/30/17
URR Utility Reimbursemen	19,619.88	4.79	1,634.99	6/01/10	4/30/17
CURRENT OBLIGATION:	202,436.28	49.42	16,869.69		

Current/Effective Rent: 102,400.00 15.79% This Year (Est): 610,657.76
 Total Ancillaries: 100,036.28 15.43% Last Year sales: 648,469.59
 Total Charges: 202,436.28 31.22% 2nd Prev Yr Sls: 615,378.26
 Effective Rent/Sq Ft: 49.42

---OVERAGE RENT INFO---
 SALES REPORTING
 ADDED STATEMENT
 PAYMENT
 SALES YEAR Feb - Jan
 STC 0407 Ladies Special Sizes

FREQUENCY DAYS
 Monthly 10
 Annually 31
 Monthly 15

RECOVERY INFORMATION
 CVM Common Area Maintenance
 TERMINATED TENANT 80%
 Rented/Occ Rate: 100% Amt:
 CAP/Max: Y Rate: 100% Amt:
 EIE Electricity Specified * X Current Cost

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

Tenant URBBR/ Urban Brands Inc
 Project 5256 Northpark Mall (MS)
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
7/1/2010	R 5238245 006	Ten Reim - Utility Reim	\$ 1,634.99	\$ 47.79	\$ 47.79	
8/1/2010	R 5270518 001	Base Minimum Rent Fixed	\$ 8,533.33	\$ 8,533.33	\$ 8,533.33	
8/1/2010	R 5270518 002	Ten Reim - Promotion Fund	\$ 341.33	\$ 341.33	\$ 341.33	
8/1/2010	R 5270518 003	Ten Reim - R/E Tax	\$ 1,071.79	\$ 1,071.79	\$ 1,071.79	
8/1/2010	R 5270518 004	Common Area Maintenance	\$ 4,932.27	\$ 4,932.27	\$ 4,932.27	
8/1/2010	R 5270518 005	Trash Removal	\$ 347.30	\$ 347.30	\$ 347.30	
8/1/2010	R 5270518 006	Ten Reim - Utility Reim	\$ 1,634.99	\$ 1,634.99	\$ 1,634.99	
9/1/2010	R 5303481 001	Base Minimum Rent Fixed	\$ 8,533.33	\$ 8,533.33	\$ 5,688.89	\$ 2,844.44
9/1/2010	R 5303481 002	Ten Reim - Promotion Fund	\$ 341.33	\$ 341.33	\$ 227.55	\$ 113.78
9/1/2010	R 5303481 003	Ten Reim - R/E Tax	\$ 1,071.79	\$ 1,071.79	\$ 714.53	\$ 357.26
9/1/2010	R 5303481 004	Common Area Maintenance	\$ 4,932.27	\$ 4,932.27	\$ 3,288.18	\$ 1,644.09
9/1/2010	R 5303481 005	Trash Removal	\$ 347.30	\$ 347.30	\$ 231.53	\$ 115.77
9/1/2010	R 5303481 006	Ten Reim - Utility Reim	\$ 1,634.99	\$ 1,634.99	\$ 1,089.99	\$ 545.00
			\$ 35,357.01	\$ 33,769.81	\$ 28,149.47	\$ 5,620.34

January 21, 2011

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

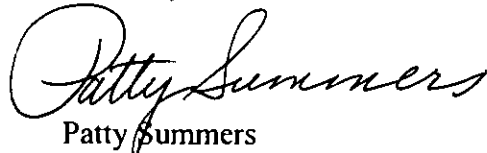
RE: UBI Liquidating Corp., et al.
Chapter 11
10-13005 (KJC) Jointly Administered

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