

UNITED STATES BANKRUPTCY COURT	District of Delaware	PROOF OF CLAIM
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Name of Debtor: UBI Liquidating Corp., et al.	Case Number: 10-13005 (KJC) Joint Admin
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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): Bowie Town Center	<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): Bowie Mall Company, LLC, PO Box 402930, Atlanta, GA 30384-2930	RECEIVED JAN 22 2011 BMC GROUP
Telephone number:	

1. Amount of Claim as of Date Case Filed: \$ <u>39,842.25</u> 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).
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2. Basis for Claim: commercial lease
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: 8149

 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: Real Estate Motor Vehicle 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:

Amount entitled to priority:
\$ 5,795.89

*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.

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. <u>Ronald M. Tucker</u> /s/ Ronald M. Tucker, Esq. Vice President/Bankruptcy Counsel	FOR COURT USE ONLY Urban Brands  00608
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TENANT: URBBR/ Ashley Stewart Woman
 LEASE: ASHST/ Bowie Town Center
 PROJECT: 8143
 ACTIVE SPACE

EXECUTION DATE: 8/19/2008 LEASE STATUS: Executed
 LEASE START DATE: 11/15/2008 LEASE TYPE: Lease
 LEASE END DATE: 1/31/2019 SECURITY DEPOSIT: .00
 REPLACEMENT DATE: CORP NAME: Large Apparel of Maryland Inc.
 INSURANCE EXP: Terms: Due On or Before 1st
 GENERAL LEASE NOTES: UNKNOWN

STANDARD PROVISIONS INTENTIONALLY DELETED:
 SUPPLEMENTAL AGREEMENT:
 CONSTRUCTION ALLOWANCE: \$55,590 (SECTION 24.21)
 REPLACEMENT:

TERMINATION:
 UTILITY:
 TID RENAME:
 LID RENAME:

---SPACE INFO--- SEQ #: 1 UNIT TYPE: INL SPACE TYPE: RET
 FLOOR: 01 UNIT: C17 SPACE START: 11/15/2008 OPEN 11/15/2008
 SQ. FT. RENTABLE: RENTABLE SPACE END: 1/31/2019 CLOSE
 LEASE: 1/31/2006 VACATE
 ACTUAL: 43,706 RCD 12/06/2008 TERM SALES YEAR Dec Nov
 SIC 0407 Ladies Special Sizes

Start Dt	End Date	Ann Rent	Rent Sq/Ft	Monthly Rent	BREAK POINT	INFO	Sis	Chg	Product	Product
11/15/08	11/30/10	BMR	116,739.00	31.50	9,728.25	11/15/08	RET	BOV	5,000	2,334,780
12/01/10	11/30/11	BMR	120,259.68	32.45	10,021.64	11/30/11	RET	BOV	5,000	2,405,194
12/01/11	11/30/12	BMR	123,891.60	33.43	10,324.30	11/30/12	RET	BOV	5,000	2,477,931
12/01/12	11/30/13	BMR	127,560.48	34.42	10,630.04	11/30/13	RET	BOV	5,000	2,551,210
12/01/13	11/30/14	BMR	131,377.68	35.45	10,948.14	11/30/14	RET	BOV	5,000	2,627,554
12/01/14	11/30/15	BMR	135,343.08	36.52	11,278.59	11/30/15	RET	BOV	5,000	2,706,862
12/01/15	11/30/16	BMR	139,382.64	37.61	11,615.22	11/30/16	RET	BOV	5,000	2,787,653
12/01/16	11/30/17	BMR	143,459.28	38.71	11,954.94	11/30/17	RET	BOV	5,000	2,869,185
12/01/17	1/31/19	BMR	146,090.52	39.42	12,174.21	1/31/19	RET	BOV	5,000	2,921,810

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

BMR	Base Minimum Rent FI	120,259.68	32.45	10,021.64	MON	12/01/10	11/30/11
CMR	Trash Removal	2,742.60	74	228.55	MON	1/01/11	1/31/19
ELR	Electricity	34,536.72	9.32	2,878.06	MON	2/01/10	2/28/11
MRD	Media Funding	3,059.40	.83	254.95	MON	1/01/11	12/31/11
OFN	Operating Costs Fixed	38,344.56	10.35	3,195.38	MON	1/01/11	12/31/11
PFD	Promotion Fund	3,059.40	.83	254.95	MON	1/01/11	12/31/11
RET	R/E Tax	11,636.88	3.14	969.74	MON	11/15/08	1/31/19
CURRENT OBLIGATION:		213,639.24	57.66	17,803.27			
Current Effective Rent:		120,259.70	13.47%				

* OF LAST YR SALES This year (Est.) 928,823.22

Recovery Information
 OFN Opting Costs Fixed - New
 FIXED @ RECURRING CHARGE
 CAP/Max: Y Rate: 100% AMT:
 RET Real Estate Tax Reimbursement
 Prorate Cost
 Rented/Occ Rate: 100% AMT: 80%

1/20/11 SUMMERSP
9:13:36 OPADV000CS

TENANT DETAIL SUMMARY

By Tenant

TENANT: URBRB/
LEASE: ASHST//
PROJECT: 8149

Urban Brands Inc
Ashley Stewart Woman
Bowie Town Center

Bowie

MD

--SPACE INFO-- SEQ #: 1 ...CONTINUED
Total Ancillaries: 93,379.44
Total Charges: 213,639.24
Effective Rent/Sq Ft: 57.62

10.464
23.928

Last Year sales:
2nd Prev Yr Sls:

893,013.62
147,161.00

...CONTINUED

ACTIVE SPACE

Tenant URBRR/ Urban Brands Inc
 Project 8149 Bowie Town Center
 Lease ASHST// Ashley Stewart Woman

DOF 9/21/10

Date	Document	Description	Amount	Outstanding	Pre	Post
6/16/2010	R 5221299 002	7/09 - 6/10 RE Adjustment	\$ 5,338.50	\$ 5,338.50	\$ 5,338.50	
8/1/2010	R 5278684 001	Base Minimum Rent Fixed	\$ 9,728.25	\$ 9,728.25	\$ 9,728.25	
8/1/2010	R 5278684 002	Ten Reim - R/E Tax	\$ 969.74	\$ 969.74	\$ 969.74	
8/1/2010	R 5278684 003	Operating Costs Fixed - NEW	\$ 3,094.80	\$ 3,094.80	\$ 3,094.80	
8/1/2010	R 5278684 004	Ten Reim-Media Funding	\$ 246.93	\$ 246.93	\$ 246.93	
8/1/2010	R 5278684 005	Ten Rein - Promotion Fund	\$ 246.93	\$ 246.93	\$ 246.93	
8/1/2010	R 5278684 006	Trash Removal	\$ 222.97	\$ 222.97	\$ 222.97	
8/1/2010	R 5278684 007	Ten Reim - Electricity	\$ 2,878.06	\$ 2,878.06	\$ 2,878.06	
8/12/2010	C 6129531 001	344120 1/10ELE 3/10CMP	\$ (17,387.68)	\$ (271.61)	\$ (271.61)	\$ 3,242.75
9/1/2010	R 5311415 001	Base Minimum Rent Fixed	\$ 9,728.25	\$ 9,728.25	\$ 6,485.50	\$ 3,242.75
9/1/2010	R 5311415 002	Ten Reim - R/E Tax	\$ 969.74	\$ 969.74	\$ 646.49	\$ 323.25
9/1/2010	R 5311415 003	Operating Costs Fixed - NEW	\$ 3,094.80	\$ 3,094.80	\$ 2,063.20	\$ 1,031.60
9/1/2010	R 5311415 004	Ten Reim-Media Funding	\$ 246.93	\$ 246.93	\$ 164.62	\$ 82.31
9/1/2010	R 5311415 005	Ten Rein - Promotion Fund	\$ 246.93	\$ 246.93	\$ 164.62	\$ 82.31
9/1/2010	R 5311415 006	Trash Removal	\$ 222.97	\$ 222.97	\$ 148.65	\$ 74.32
9/1/2010	R 5311415 007	Ten Reim - Electricity	\$ 2,878.06	\$ 2,878.06	\$ 1,918.71	\$ 959.35
			\$ 22,726.18	\$ 39,842.25	\$ 34,046.36	\$ 5,795.89

January 21, 2011

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

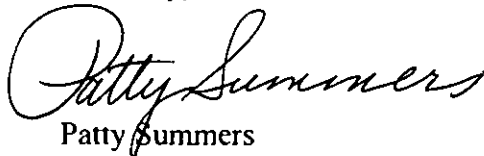
RE: UBI Liquidating Corp., et al.
Chapter 11
10-13005 (KJC) Jointly Administered

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