


<b>UNITED STATES BANKRUPTCY COURT</b>		District of Delaware	<b>PROOF OF CLAIM</b>
Name of Debtor: Urban Brands, Inc. et al.		Case Number: 10-13005 (KJC)	
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): MCW-RD CITY PLAZA, LLC		Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: Regency Centers, Attn: Ernst A. Bell One Independent Dr., Ste. 114, Jacksonville FL 32202 Re: Ashley Stewart @ City Plaza		Court Claim Number: _____ (If known)	
Telephone number: (904) 598-7685		Filed on: _____	
Name and address where payment should be sent (if different from above):		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:		Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ <u>77,971.18</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.		Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).	
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.		Wages, salaries, or commissions (up to \$11,725*) 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).	
2. Basis for Claim: <u>Unpaid rent under lease.</u> (See instruction #2 on reverse side.)		Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).	
3. Last four digits of any number by which creditor identifies debtor: <u>0119</u>		Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).	
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).	
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.		Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).	
Nature of property or right of setoff: Real Estate      Motor Vehicle      Other		Amount entitled to priority: \$ _____	
Describe:		*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.	
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.		FOR COURT USE ONLY
MCW-RD CITY PLAZA, LLC, By: _____	Associate Corporate Counsel		Urban Brands  00652

**Schedule Reflecting 502(b)(6) Calculation**

**In Re: Ashley Stewart @ City Plaza**

<b>1-</b>	<b>Pre-petition Amounts Due</b>	<b>\$13,201.69</b>
<b>2-</b>	<b>Stub Rents</b>	<b>\$1,750.53</b>
<b>3-</b>	<b>Rejection Damages</b>	
	Greater of one year's rent	\$63,018.96
	or	
	15% of rent due for remaining term (15% of \$63,018.96)	\$9,452.84
	<b>Pre-petition</b>	<b>\$13,201.69</b>
	<b>Stub Rents</b>	<b>\$1,750.53</b>
	<b>One Year's Rent</b>	<b>\$63,018.96</b>
	<b>TOTAL AMOUNT OF CLAIM</b>	<b>\$77,971.18</b>

**Note:** The lease is voluminous. A copy of the lease is available upon request.

The creditor reserves the right to amend the claim.

Ashley Stewart  
 City Plaza  
 Acceleration of Rent

Lease # 9202204  
 Tenant # 600119

Lease Begin Date: 11/11/98  
 Lease End Date: 01/31/12  
 Actual Moveout Date:

Date filed BK 09/21/10

Security Deposit:  
 Applied to:

AR Balance as of 09/30/10

12/15/2008	LATE	30.00	Late Fees
1/12/2009	LATE	30.00	Late Fees
2/11/2009	LATE	30.00	Late Fees
3/1/2009	CAM	337.42	CAM
3/1/2009	RET	530.58	REAL ESTATE TAX
3/12/2009	LATE	30.00	Late Fees
4/1/2009	BASE	2,421.60	BASE RENT
4/1/2009	CAM	803.75	CAM
4/1/2009	INS	82.80	INSURANCE
4/1/2009	LATE	60.00	Bill LATE Jan-Feb 2008
4/1/2009	LATE	240.00	Bill LATE Apr-Dec 2008
4/1/2009	LATE	30.00	Bill LATE Dec 2007
4/1/2009	RET	530.58	REAL ESTATE TAX
4/13/2009	LATE	30.00	Late Fees
5/11/2009	LATE	30.00	Late Fees
6/11/2009	LATE	30.00	Late Fees
7/1/2009	CAM	34.31	CAM
7/1/2009	RET	91.69	REAL ESTATE TAX
7/13/2009	LATE	30.00	Late Fees
8/1/2009	BASE	1,569.09	BASE RENT
8/1/2009	CAM	34.31	CAM
8/1/2009	RET	91.69	REAL ESTATE TAX
9/1/2009	LATE	30.00	Late Fees
10/13/2009	LATE	30.00	Late Fees
11/12/2009	LATE	30.00	Late Fees
12/1/2009	CAM	34.31	CAM
12/1/2009	RET	91.69	REAL ESTATE TAX
12/11/2009	LATE	30.00	Late Fees
1/1/2010	CAM	(11.50)	CAM
1/1/2010	INS	15.00	INSURANCE
1/1/2010	RET	(33.71)	REAL ESTATE TAX
1/1/2010	LATE	30.00	Late Fees
1/13/2010	RETP	(392.06)	REAL ESTATE TAX REC PRIOR YEAR
2/1/2010	CAM	(11.50)	CAM
2/1/2010	INS	15.00	INSURANCE
2/1/2010	RET	(33.71)	REAL ESTATE TAX
2/12/2010	LATE	30.00	Late Fees
2/25/2010	CAMP	(2,572.42)	CAM REC PRIOR YEAR
2/25/2010	INSP	32.69	INSURANCE REC PRIOR YEAR
3/1/2010	CAM	(11.50)	CAM
3/1/2010	INS	15.00	INSURANCE
3/1/2010	RET	(33.71)	REAL ESTATE TAX
4/1/2010	CAM	(11.50)	CAM
4/1/2010	INS	15.00	INSURANCE
4/1/2010	RET	(33.71)	REAL ESTATE TAX
5/1/2010	CAM	(11.50)	CAM
5/1/2010	INS	15.00	INSURANCE
5/1/2010	RET	(33.71)	REAL ESTATE TAX
6/1/2010	CAM	(11.50)	CAM
6/1/2010	INS	15.00	INSURANCE
6/1/2010	RET	(33.71)	REAL ESTATE TAX
7/1/2010	CAM	(11.50)	CAM
7/1/2010	INS	15.00	INSURANCE
7/1/2010	RET	(33.71)	REAL ESTATE TAX
7/1/2010	TNNT	128.50	LEGAL FEES THROUGH 12/15/09
8/1/2010	BASE	3,738.66	BASE RENT
8/1/2010	CAM	826.56	CAM
8/1/2010	INS	97.80	INSURANCE
8/1/2010	RET	588.56	REAL ESTATE TAX
8/11/2010	LATE	30.00	Late Fees
9/1/2010	BASE	2,492.44	BASE RENT (9/1 - 9/20)
9/1/2010	CAM	551.04	CAM (9/1 - 9/20)
9/1/2010	INS	65.20	INSURANCE (9/1 - 9/20)
9/1/2010	RET	392.37	REAL ESTATE TAX (9/1 - 9/20)
9/13/2010	LATE	30.00	Late Fees

Balance on pre-petition rents through 09/20/10 \$ 13,201.69

Stub rents due through 09/21/10 - 09/30/10

9/1/2010	BASE	1,246.22	BASE RENT (9/21 - 9/30)
9/1/2010	CAM	275.52	CAM (9/21 - 9/30)
9/1/2010	INS	32.60	INSURANCE (9/21 - 9/30)
9/1/2010	RET	196.19	REAL ESTATE TAX (9/21 - 9/30)

Balance on Stub rents due through 09/30/10 \$ 1,750.53

Post Petition rents due through 09/21/10 - 09/30/10

9/22/2010	MSNT	35.00	1ST TIME NSF FEE CK 344705
9/27/2010	MSNT	35.00	2ND TIME NSF FEE CK 344705
10/1/2010	CAM	(11.50)	CAM
10/1/2010	INS	15.00	INSURANCE
10/1/2010	RET	(33.71)	REAL ESTATE TAX
10/12/2010	LATE	30.00	Late Fees
12/13/2010	RETP	(77.04)	2009 TAX REFUND/TAX SAVING FEE
1/1/2011	CAM	(194.03)	CAM
1/1/2011	INS	(4.50)	INSURANCE
1/1/2011	RET	7.89	REAL ESTATE TAX

Balance on Post petition rents due through 01/17/11 \$ (197.89)

Post-petition rents due 10/1/10 - 01/31/12

BASE 02/01/11 - 01/31/12	(3,738.66 x 12 months)	44,863.92
CAM 02/01/11 - 01/31/12	(826.56 x 12 months)	9,918.72
INS 02/01/11 - 01/31/12	(97.80 x 12 months)	1,173.60
RET 02/01/11 - 01/31/12	(588.56 x 12 months)	7,062.72

Balance on Post petition rents due for 10/01/10 - 01/31/12 \$ 63,018.96

Total Amt Due through end of term (01/31/12) \$ 77,773.29

1 years rent

BASE	(3,738.66 x 12 months)	44,863.92
CAM	(826.56 x 12 months)	9,918.72
RET	(97.80 x 12 months)	1,173.60
INS	(588.56 x 12 months)	7,062.72

15% of remaining TERM

Using 10/1/10 as beginning of remaining term

Balance of remaining from 10/01/10 - 01/31/12	63,018.96
Total of amt for remaining term	63,018.96
15% of remaining TERM	\$ 9,452.84

January 21, 2011

**VIA FEDERAL EXPRESS**

BMC Group, Inc.  
Urban Brands Claims Processing  
18750 Lake Dr. E  
Chanhassen, MN 55317

Re: Urban Brands, Inc., et al.  
UBI Liquidating Corp.  
Case No. 10-13005 (KJC)  
Chapter 11 Bankruptcy

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Dear Sir/Madam:

Enclosed please find the original and a copy of a Proof of Claim for filing in your Court. Please have the copy stamped "filed" and return to me for my files in the enclosed self-addressed, stamped envelope provided. Thank you for your consideration in this matter.

Very truly yours,



Ernst A. Bell  
Associate Corporate Counsel

Enclosures