


<b>UNITED STATES BANKRUPTCY COURT</b>		District of Delaware	<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Urban Brands, Inc. et al.</b>		Case Number: <b>10-13005 (KJC)</b>	
<i>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.</i>			
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>MCW-RD UNIVERSITY CITY SQUARE, LLC</b>		Check this box to indicate that this claim amends a previously filed claim.	
Name and address where notices should be sent: <b>Regency Centers, Attn: Ernst A. Bell One Independent Dr., Ste. 114, Jacksonville FL 32202 Re: Ashley Stewart @ University City Square</b>		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> <b>RECEIVED</b>   <b>JAN 24 2011</b>   <b>BMC GROUP</b> </div>	
Telephone number: <b>(904) 598-7685</b>			
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>91,490.37</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.  Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).  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).  Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).  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).  Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).  Other – Specify applicable paragraph of 11 U.S.C. §507 (a)( ).  Amount entitled to priority:  \$ _____  *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.	
If all or part of your claim is entitled to priority, complete item 5.			
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.			
2. Basis for Claim: <u>Unpaid rent under lease.</u> (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: <u>0132</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:      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:			
Date: <b>01/20/2011</b>	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.		<b>FOR COURT USE ONLY</b>
<b>MCW-RD UNIVERSITY CITY SQUARE, LLC</b> By: <i>[Signature]</i> <b>Associate Corporate Counsel</b>		 Urban Brands 00653	

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

**In Re: Ashley Stewart @ University City Square**

<b>1-</b>	<b>Pre-petition Amounts Due</b>	\$19,821.86
<b>2-</b>	<b>Stub Rents</b>	\$1,936.99
<b>3-</b>	<b>Rejection Damages</b>	
	Greater of one year's rent	\$69,731.52
	or	
	15% of rent due for remaining term (15% of \$69,731.52)	\$10,459.73
	<b>Pre-petition</b>	<b>\$19,821.86</b>
	<b>Stub Rents</b>	<b>\$1,936.99</b>
	<b>One Year's Rent</b>	<b>\$69,731.52</b>
	<b>TOTAL AMOUNT OF CLAIM</b>	<b>\$91,490.37</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  
 University City Square  
 Acceleration of Rent

Lease # 9202309  
 Tenant # 600132

Lease Begin Date: 09/30/98  
 Lease End Date: 01/31/12  
 Actual Moveout Date:

Date filed BK 09/21/10

Security Deposit: -  
 Applied to: -  
 \$ -

**AR Balance as of 01/17/11**

11/13/2007	LATE	30.00	Late Fees
12/11/2007	LATE	30.00	Late Fees
1/14/2008	LATE	30.00	Late Fees
2/11/2008	LATE	30.00	Late Fees
3/11/2008	LATE	30.00	Late Fees
4/14/2008	LATE	30.00	Late Fees
5/12/2008	LATE	30.00	Late Fees
6/12/2008	LATE	30.00	Late Fees
7/14/2008	LATE	30.00	Late Fees
8/12/2008	LATE	30.00	Late Fees
9/11/2008	LATE	30.00	Late Fees
10/13/2008	LATE	30.00	Late Fees
11/11/2008	LATE	30.00	Late Fees
12/15/2008	LATE	30.00	Late Fees
1/12/2009	LATE	90.00	Late Fees
4/13/2009	LATE	30.00	Late Fees
5/11/2009	LATE	30.00	Late Fees
6/11/2009	LATE	30.00	Late Fees
7/13/2009	LATE	30.00	Late Fees
8/11/2009	LATE	30.00	Late Fees
9/11/2009	LATE	30.00	Late Fees
10/13/2009	LATE	30.00	Late Fees
11/12/2009	LATE	30.00	Late Fees
12/11/2009	LATE	30.00	Late Fees
2/11/2010	LATE	30.00	Late Fees
3/11/2010	LATE	30.00	Late Fees
5/1/2010	BASE	3,227.47	BASE RENT
7/1/2010	BASE	4,200.00	BASE RENT
7/1/2010	CAM	495.21	CAM
7/1/2010	INS	118.88	INSURANCE
7/1/2010	RET	996.87	REAL ESTATE TAX
7/12/2010	LATE	30.00	Late Fees
8/1/2010	BASE	4,200.00	BASE RENT
8/1/2010	CAM	495.21	CAM
8/1/2010	INS	118.88	INSURANCE
8/1/2010	RET	996.87	REAL ESTATE TAX
8/11/2010	LATE	30.00	Late Fees
9/1/2010	BASE	2,800.00	BASE RENT (9/1 - 9/20)
9/1/2010	CAM	330.14	CAM (9/1 - 9/20)
9/1/2010	INS	79.25	INSURANCE (9/1 - 9/20)
9/1/2010	RET	664.58	REAL ESTATE TAX (9/1 - 9/20)
9/1/2010	TNNT	168.50	Legal Fees 12/4-12/15
9/13/2010	LATE	30.00	Late Fees

Balance on pre-petition rents through 09/20/10 **\$ 19,821.86**

<b>Stub rents due through 09/21/10 - 09/30/10</b>			
9/1/2010	BASE	1,400.00	BASE RENT (9/21 - 9/30)
9/1/2010	CAM	165.07	CAM (9/21 - 9/30)
9/1/2010	INS	39.63	INSURANCE (9/21 - 9/30)
9/1/2010	RET	332.29	REAL ESTATE TAX (9/21 - 9/30)

Balance on Stub rents due through 09/30/10 **\$ 1,936.99**

<b>Post Petition rents due through 09/21/10 - 09/30/10</b>			
1/1/2011	CAM	(20.73)	CAM
1/1/2011	INS	(0.25)	INSURANCE
1/1/2011	RET	(88.13)	REAL ESTATE TAX
1/10/2011	RETP	1.81	Real Estate Taxes
1/10/2011	RETP	(205.64)	Real Estate Taxes

Balance on Post petition rents due through 01/17/11 **\$ (312.94)**

<b>Post-petition rents due 02/01/11 - 01/31/12</b>		
BASE 02/01/11 - 01/31/12	(4,200.00 x 12 months)	50,400.00
CAM 02/01/11 - 01/31/12	(495.21 x 12 months)	5,942.52
INS 02/01/11 - 01/31/12	(118.88 x 12 months)	1,426.56
RET 02/01/11 - 01/31/12	(996.87 x 12 months)	11,962.44
<b>Balance on Post petition rents due for 02/01/11 - 01/31/12</b>		<b>\$ 69,731.52</b>

**Total Amt Due through end of term (01/31/12) \$ 91,177.43**

<b>1 years rent</b>		
BASE	(4,200.00 x 12 months)	50,400.00
CAM	(495.21 x 12 months)	5,942.52
RET	(118.88 x 12 months)	1,426.56
INS	(996.87 x 12 months)	11,962.44
<b>1 Year's worth of rent</b>		<b>\$ 69,731.52</b>

<b>15% of remaining TERM</b>		
Using 10/1/10 as beginning of remaining term		
Balance of remaining from 10/01/10 - 01/31/12		69,731.52
<b>Total of amt for remaining term</b>		<b>69,731.52</b>
<b>15% of remaining TERM</b>		<b>\$ 10,459.73</b>

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

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