


<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor: <b>Marianne USPR, Inc.</b>		Case Number: <b>10-13030</b>
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>WRI-TC INTERNATIONAL DRIVE VALUE CENTER, LLC</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>WRI-TC INTERNATIONAL DRIVE VALUE CENTER, LLC c/o Weingarten Realty Investors 2600 Citadel Plaza Drive, Suite 125 Houston, Texas 77008 Attn: Jenny J. Hyun, Esq. Telephone number: (713) 866-6000</b>		Court Claim Number: _____ (If known)  Filed on: _____
Name and address where payment should be sent (if different from above):  (Same as above)  Telephone number: _____		<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. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: <b>\$ 153,201.42</b>  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.
2. Basis for Claim: <b>Non-residential real property lease dated February 1, 2006, and all amendments and modifications thereto (if any). See Exhibit "A" attached hereto.</b> (See instruction #2 on reverse side.)		<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor: <b>P0544 / L#MARIUI01</b>  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<input type="checkbox"/> Wages, salaries, or commissions (up to \$111,725*) 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).
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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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: \$ _____		<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> 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). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §507(b)(9): \$ _____ (See instruction #6 on reverse side)		<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		Amount entitled to priority: \$ _____
8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or 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 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:		*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.
Date: <b>Jan 21, 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>WRI-TC International Drive Value Center, LLC</b> By: <b>Weingarten Realty Investors, Its Sole Manager</b>  By: _____ <b>Jenny J. Hyun, Vice President/Associate General Counsel</b>		FOR COURT USE ONLY   Urban Brands 00663

## STATEMENT OF ACCOUNT

P0544/L#MARIUI01  
**Marianne USPR, Inc.**  
dba Marianne #181  
5420 Touchstone Drive Orlando, FL 32819

PETITION DATE: 09/21/10  
PREMISES VACATED: 07/31/08

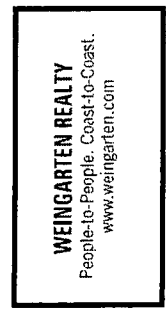
LEASE REJECTION DATE: N/A  
LEASE EXPIRATION DATE: 05/31/11

Claimant reserves the right to amend this Proof of Claim for any reason to include, without limitation, additional documentation, costs, interest, vacancy or repair charges or attorneys fees.

Documents supporting this Proof of Claim may be obtained upon request to Claimant, c/o Weingarten Realty Investors, Attention: Jenny J. Hyun. Contact information for Ms. Hyun is listed on the first page of this Proof of Claim.

Tenant: **Marianne USPR, Inc.**  
 Lease #: **LMARIU101**  
 Lease Term: **05.31.2011**  
 Location: **0544-591 International Drive Value Ctr**  
 Rentable Area: **6,210 sq ft**  
 City, State: **Orlando, FL**  
 d/b/a: **Marianne #181**

Base Rent: \$ **8,797.50** 10.01.06 - 05.31.11  
 Petition Date: **9/21/2010**  
 Rejection Date: **N/A**  
 Premises Vacated: **7/31/2008**



**Rent & Recoveries:**

Date	BMR	Cam	Tax	SS/Tax	Late fees	Other	Total Billed	Amount	Payment Date	Chk #	Amount Outstanding	Cumulative Total	Notes
<b>Prepetition Debt:</b>													
Dec-06	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	12/04/06	283680	-	-	
Jan-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	01/07/07	285159	-	-	
Feb-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	02/07/07	287100	-	-	
Mar-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	03/08/07	288639	-	-	
Apr-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	04/05/07	290248	-	-	
May-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	05/07/07	291882	-	-	
Jun-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	06/07/07	293665	-	-	
Jul-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	07/07/07	295312	-	-	
Aug-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	08/08/07	296888	-	-	
Sep-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	09/07/07	298074	-	-	
Oct-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	10/07/07	299519	-	-	
Nov-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	11/16/07	301510	-	-	
Dec-07	8,797.50	1,666.35	921.15	740.02			12,125.02	(12,125.02)	12/12/07	303111	-	-	
Jan-08	8,797.50	1,425.00	1,386.00	754.56			12,363.06	(12,125.02)	02/19/08	305147	238.04	238.04	
Feb-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(12,125.02)	02/19/08	305632	770.54	1,008.58	
Mar-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(12,125.02)	03/11/08	307175	770.54	1,779.12	
Mar-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(2,311.62)	03/31/08	308269	(2,311.62)	(532.50)	
Apr-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(12,125.02)	04/22/08	309124	770.54	238.04	
Apr-08	8,797.50	1,425.00	4,681.86	304.32			4,986.18	4,986.18				238.04	
May-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(12,125.02)	05/16/08	311149	770.54	5,224.22	2007 YE Billing
Jun-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(12,125.02)	06/07/08	313043	770.54	5,994.76	
Jun-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(5,518.68)	06/07/08	312729	(5,518.68)	6,765.30	
Jul-08	8,797.50	1,425.00	1,386.00	754.56	532.50		12,895.56	(12,125.02)	07/07/08	314452	770.54	1,246.62	
1/1/08-7/31/08		1,038.80					1,038.80				1,038.80	2,017.16	Prorated YE Billing
												3,055.96	
												3,055.96	
												-	Less: Security Deposit
												-	Prepetition Claim: \$
												-	3,055.96
<b>Lease Rejection Damages:</b>													
<b>Future Rents --</b>													
Aug-08	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	15,419.02	
Sep-08	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	27,782.08	
Oct-08	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	40,145.14	
Nov-08	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	52,508.20	
Dec-08	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	64,871.26	
8/1/08-12/31/08		749.94					749.94				749.94	65,621.20	Prorated YE Billing
Jan-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	77,984.26	
Feb-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	90,347.32	
Mar-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	102,710.38	
Apr-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	115,073.44	
May-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	127,436.50	
Jun-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06				12,363.06	139,799.56	

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 Lease #: LMARIUI01  
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 Rentable Area: 6,210 sq ft  
 City, State: Orlando, FL  
 d/b/a: Marianne #181

Base Rent: \$ 8,797.50 10.01.06 - 05.31.11  
 Petition Date: 9/21/2010  
 Rejection Date: N/A  
 Premises Vacated: 7/31/2008

WEINGARTEN REALTY  
 People-to-People, Coast-to-Coast.  
 www.weingarten.com

**Rent & Recoveries:**

	BMR	Com	Tax	SSTax	Late fees	Other	Total Billed	Amount	Payment	Chk #	Amount	Outstanding	Cumulative Total	Notes
Jul-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	152,162.62	
Aug-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	164,525.68	
Sep-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	176,888.74	
Oct-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	189,251.80	
Nov-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	201,614.86	
Dec-09	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	213,977.92	
			1,788.74				1,788.74					1,788.74	215,766.66	YE Billing
Jan-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	228,129.72	
Feb-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	240,492.78	
Mar-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	252,855.84	
Apr-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	265,218.90	
May-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	277,581.96	
Jun-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	289,945.02	
Jul-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	302,308.08	
Aug-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	314,671.14	
Sep-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	327,034.20	
Oct-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	339,397.26	
Nov-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	351,760.32	
Dec-10	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	364,123.38	
			1,788.74				1,788.74					1,788.74	365,912.12	YE Billing
Jan-11	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	378,275.18	
Feb-11	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	390,638.24	
Mar-11	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	403,001.30	
Apr-11	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	415,364.36	
May-11	8,797.50	1,425.00	1,386.00	754.56			12,363.06					12,363.06	427,727.42	
1/11-5/31/11			1,386.00	739.90			2,528.64					2,528.64	430,256.06	Prorated YE Billing

Future Rents Due \$ 427,200.10

Total Damages \$ 430,256.06

Prepetition Claim: \$ 3,055.96  
 Rejection Claim: 150,145.46  
**TOTAL CLAIM: \$ 153,201.42**

**502(b)(6) Rejection Claim Calculation**

Greater of:

One Year of Rent ---  
 \$ 12,363.06 x 12 mos. = \$ 148,356.72  
 Plus Annual Rebill: 1,788.74  
**\$ 150,145.46**

OR

Fifteen Percent of Remaining Term ---  
 \$ 427,200.10 x 15% = \$ 64,080.02

# WEINGARTEN REALTY

2600 Citadel Plaza Dr., Suite 300  
Houston, Texas 77008  
800.688.8865  
713.866.6049 Fax  
www.weingarten.com

January 21, 2011

BMC Group, Inc.  
Attn: Urban Brands Claims Processing  
18750 Lake Drive East  
Chanhassen, MN 55317

*via Federal Express*

RE: *UBI Liquidating Corp., et al., Jointly Administered Under Case No. 10-13005*

Dear Sir or Madam:

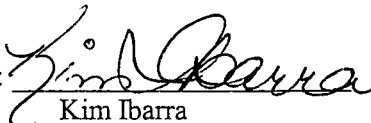
Enclosed are an original and one copy of each of the Proofs of Claim listed below for filing in the following cases:

Debtor	Store No.	Claimant (Location No.)	Claim Amount
UBI Liquidating Corp. f/k/a Urban Brands, Inc.	424	Weingarten Realty Investors (P0071)	\$81,067.65
Large Apparel of Louisiana, Inc.	424	Weingarten Realty Investors (P0071)	\$81,067.65
UBI Liquidating Corp. f/k/a Urban Brands, Inc.	181	WRI-TC International Drive Value Center, LLC (P0544)	\$153,201.42
Marianne USPR, Inc.	181	WRI-TC International Drive Value Center, LLC (P0544)	\$153,201.42

Also enclosed is a pre-addressed, postage paid envelope for your convenience in returning a file-marked copy to me. If you have any questions or need anything further, I can be reached at (713) 866-6027.

Very truly yours,

Weingarten Realty Investors

By:   
Kim Ibarra  
Legal Department

Enclosures

KI:ms

cc: Marie Vicinanza (w/enclosure)  
Jennifer Raviele (w/out enclosure)

People-to-People. Coast-to-Coast.