

UNITED STATES BANKRUPTCY COURT Southern DISTRICT OF New York PROOF OF CLAIM

Name of Debtor: Ashley Stewart, Ltd. Case Number: 10-13027 Jointly Administered Under 10-13005

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): Capri Urban Baldwin, LLC (Festival) [ ] Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent: Thomas J. Leanse, Esq. c/o Katten Muchin Rosenman LLP 2029 Century Park East, 26th Floor Los Angeles, CA 90067 Telephone number: (310) 788-4400 (208078-11) Court Claim Number: (If known) Filed on:

Name and address where payment should be sent (if different from above): RECEIVED JAN 24 2011 BMC GROUP [ ] 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. [ ] Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 49,634.87 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. [ ] 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). [X] Other - Specify applicable paragraph of 11 U.S.C. §507 (a)( 2 ). Amount entitled to priority: \$ 3,533.22\*\* \*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.

2. Basis for Claim: Guarantor Claim (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: 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 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 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: \*\*This amount is entitled to administrative expense priority pursuant to 11 U.S.C. Sections 503(b) and/or 365(d) (3)

Date: 1/21/2011 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. Brian D. Huben, Esq. Urban Brands 00678

**PROOF OF CLAIM ATTACHMENT**

**CASE NAME:** Ashley Stewart Ltd. **LOCATION:** Baldwin Hills Crenshaw Plaza

**CASE NUMBER:** 10-13027 Jointly Administered under 10-13005

**A. General Information:**

1. Landlord Name: Capri Urban Baldwin, LLC (Festival)
2. Property Location: Baldwin Hills Crenshaw Plaza
3. Tenant Name: Large Apparel of California, Inc.
4. Debtor's Store No: 206 Remaining term: 9.3 months
5. Petition Date: 9/21/2010
6. Lease Exp. Date: 6/30/2011
7. Lease Rej. Date: N/A

**B. Claim Information:**

	<u>Rent &amp; Charges</u>	<u>Interest</u>	<u>Totals</u>
1. Unsecured Non-Priority Rejection Claim Amount: <small>(Section 502(b)(6)(A))</small>	\$0.00	n/a	\$0.00
2. Unsecured Non-Priority Pre-Petition Claim Amount: <small>(Section 502(b)(6)(B))</small>	\$45,134.01	\$967.64	\$46,101.65
<hr/>			
<b>Subtotal Unsecured Claims</b>	<b>\$45,134.01</b>	<b>\$967.64</b>	<b>\$46,101.65</b>
3. Administrative Post-Petition Priority Claim Amount: <small>(Section 503(b)(1)(A), 365(d)(3))</small>	\$2,865.17	\$98.71	\$2,963.88
4. Attorney Fees <sup>3</sup>	\$569.34	n/a	\$569.34
<b>Subtotal Administrative Claims</b>	<b>\$3,434.51</b>	<b>\$98.71</b>	<b>\$3,533.22</b>
<b>TOTAL CLAIM AMOUNT</b>			<b><u>\$49,634.87</u></b>

<sup>1</sup> Interest calculated at 10. % through 09/20/10, based on a 360 day year.  
<sup>2</sup> Interest calculated at 10. % through 01/24/11, (the Claims Bar Date) based on a 360 day year.  
<sup>3</sup> Attorneys Fees includes billed and unbilled charges through 01/14/11.  
<sup>4</sup> Claimant reserves the right to supplement or amend this claim from time to time and at any time hereafter.

**PRE-PETITION CHARGES**

CASE NAME: Ashley Stewart Ltd.

LOCATION: Baldwin Hills Crenshaw Plaza

CASE NUMBER: 10-13027 Jointly Administered under 10-13005

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST <sup>1</sup>	AMOUNT DUE	TOTAL
1/31/2010	Late Fee 12/2009	\$1,585.82	\$103.16	\$1,688.98	
4/20/2010	2/10 Percentage Rent Late Fee	\$1,135.16	\$48.91	\$1,184.07	
4/20/2010	3/10 Percentage Rent Late Fee	\$1,367.03	\$58.91	\$1,425.94	
4/20/2010	2009 CAM Reconciliation	\$172.01	\$0.00	\$172.01	
4/30/2010	Percentage Rent	\$7,191.83	\$289.90	\$7,481.73	
5/10/2010	Late Fee	\$42.50	\$1.60	\$44.10	
6/1/2010	HVAC	\$425.00	\$13.35	\$438.35	
6/20/2010	Late Fee	\$1,220.92	\$31.91	\$1,252.83	
7/1/2010	HVAC	\$425.00	\$9.81	\$434.81	
7/15/2010	Percentage Rent	\$13,936.24	\$267.32	\$14,203.56	
8/1/2010	HVAC	\$425.00	\$6.14	\$431.14	
8/20/2010	6/10 Late Fee	\$1,436.12	\$13.17	\$1,449.29	
8/20/2010	7/10 Late Fee	\$903.86	\$8.29	\$912.15	
		<u>\$30,266.49</u>	<u>\$852.47</u>		
				<u><b>PRE-PETITION CHARGES: \$31,118.96</b></u>	

<sup>1</sup> Interest calculated at 10 % through 09/20/10, the day before the petition date.





# Katten

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January 21, 2011

## VIA FEDEX

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

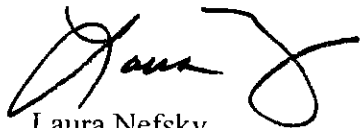
Re: In re: UBI liquidating Corp., et al  
Case No. 10-13005

Dear Sir/Madam:

Enclosed for filing are six (6) original Proof of Claims regarding the above entitled matter. Also enclosed are six (6) extra copies of the Claims which needs to be conformed and returned to us in the enclosed, postage prepaid envelope.

Thank you for your assistance in this matter, and should you have any questions, please call me at the above listed number.

Very truly yours,



Laura Nefsky  
Paralegal

Enclosures: (1) Florin Real Property and Guarantor; (2) Gateway Centre Real Property and Guarantor; (3) Baldwin Hills Real Property and Guarantor

cc: Dustin P. Branch, Esq. (w/o encls.)