

United States Bankruptcy Court	PROOF OF CLAIM
District of Delaware	
In re (Name of Debtor). <b>UBI Liquidating Corp., et al.</b>	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" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.	
Name of Creditor <i>(The persons or entity to whom the debtor owes money or property)</i> <b>Westgate Mall II, LLC by CBL &amp; Associates Management, Inc., managing agent</b>	<input type="checkbox"/> Check 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 box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and Addresses Where Notices Should Be Sent <b>Gary L. Roddy, Senior Director of Collections CBL &amp; Associates Properties, Inc. CBL Center, Suite 500 2030 Hamilton Place Blvd. Chattanooga, TN 37421-6000</b>	
Telephone No. (423) 855-0001	

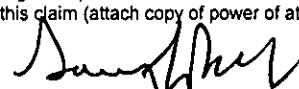
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: Store #423, Westgate Mall, Spartanburg, SC	Check here if this claim <input checked="" type="checkbox"/> replaces a previously filed claim dated: 01/12/11 amends -					
1. Basis For Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other (Describe briefly) Shopping Center Lease	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number Unpaid compensations for services performed					
2. DATE DEBT WAS INCURRED Original Lease dated: September 13, 2006	3. IF COURT JUDGMENT, DATE OBTAINED: NONE					
4. CLASSIFICATION OF CLAIM. Under the bankruptcy Code all claims are classified as one or more of the following (1) Unsecured Nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another. CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM.						
<input type="checkbox"/> SECURED CLAIM \$ Attach evidence of perfection of security interest Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly) Amount of arrearage and other charges included in secured claim above, if any	<input checked="" type="checkbox"/> UNSECURED PRIORITY CLAIM \$4,637.70 Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$2,000) earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier-11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan -U.S.C. § 507 (a)(4) <input type="checkbox"/> Up to \$900 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use- 11 U.S.C. § 507 (a)(6) <input type="checkbox"/> Taxes or penalties or governmental units- U.S.C. § 507 (a)(7) <input checked="" type="checkbox"/> Other- 11 U.S.C. § 507 (a)(2), (a)(5)-(Describe briefly) see attached					
5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED: <table style="width:100%; border: none;"> <tr> <td style="width:25%;"></td> <td style="width:25%; text-align: center;">\$138,898.32 (Unsecured)</td> <td style="width:25%; text-align: center;">\$ 0 (Secured)</td> <td style="width:25%; text-align: center;">\$4,637.70 (Priority)</td> <td style="width:25%; text-align: center;">\$143,536.02 (Total)</td> </tr> </table> <input checked="" type="checkbox"/> Check this box if claim includes pre-petition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.			\$138,898.32 (Unsecured)	\$ 0 (Secured)	\$4,637.70 (Priority)	\$143,536.02 (Total)
	\$138,898.32 (Unsecured)	\$ 0 (Secured)	\$4,637.70 (Priority)	\$143,536.02 (Total)		

RECEIVED  
MAY 25 2012  
BMC GROUP

6. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.

7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

Date May 22, 2012	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).   Gary L. Roddy, Senior Director of Collections
----------------------	--



05/22/12  
02:04 PM  
GLR

**PROOF OF CLAIM**  
**UBI Liquidating Corp., et al.,**  
**D/B/A Ashley Stewart #423**  
**Mall Name: Westgate Mall**  
**Mall Location: Spartanburg, SC**  
**Ch. 11 Case #10-13005 (KJC)**

**Revised Claim**

<b>PRE-PETITION:</b>			
Bal. on Mar.'10 Rent & Charges		84.02	
Bal. on Apr.'10 Rent & Charges		2,607.63	
Bal. on May '10 Rent & Charges		1,548.64	
June - Aug. '10 Rent & Charges @ \$8,342.18 / mo.		25,026.54	
Sept. 1-21, '10 Rent & Charges @ \$8,342.18 / 30		5,839.53	
	<b>Total</b>		<b>\$35,106.36</b>
<b>POST-PETITION:</b>			
Dec.'10 Overpayments @ \$54.07 each		-108.14	
Dec.'10 - Jan.'12 Rent & Charges @ \$8,449.33 / mo.		118,290.62	
	<b>Total</b>	<b>118,182.48</b>	
	<b>Times</b>	<b>0.15</b>	
		<b>17,727.37</b>	
One Year's Rent & Charges		<b>103,791.96</b>	
Allowable Post-Petition Rejection Claim			<b>\$103,791.96</b>
<b>ADMINISTRATIVE EXPENSE CLAIM:</b>			
Sept. 22-30, '10 Rent & Charges @ \$8,342.19 / 30		2,502.66	
Bal. on Oct. '10 Rent & Charges		1,067.52	
Bal. on Nov. '10 Rent & Charges		1,067.52	
	<b>Total</b>		<b>\$4,637.70</b>
	<b>TOTAL CLAIM</b>		<b>\$143,536.01</b>

UBI Liquidating Corp., et al filed Ch.11 bankruptcy on 9/21/10.  
 \*Lease has been rejected effective 11/30/10.  
 Lease Term: 11/9/06 - 1/31/2012.



May 22, 2012

CHARLES B. LEBOVITZ  
Chairman of the Board  
JOHN N. FOY  
Vice Chairman  
of the Board and  
Chief Financial Officer  
STEPHEN D. LEBOVITZ  
President and  
Chief Executive Officer  
BEN S. LANDRESS  
Executive Vice President  
MOSES LEBOVITZ  
(1905-1991)

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

Re: UBI Liquidating Corp., et al., d/b/a Ashley Stewart - Chapter 11 Case No. 10-13005 (KJC)  
AMENDED PROOF OF CLAIM.

Dear Sir/Madam:

Enclosed is an AMENDED claim in reference to the above bankruptcy matter regarding the location listed below:

Westgate Mall, Spartanburg, SC

We will appreciate your stamping one copy of the claim as being "filed" and returning to us in the enclosed, self-addressed, stamped envelope.

Thank you for your cooperation.

Sincerely,

CBL & ASSOCIATES MANAGEMENT, INC.

Rhonda Majoras  
Secretary

Enclosures

CBL & Associates Management, Inc.  
CBL Center, Suite 500  
2030 Hamilton Place Boulevard  
Chattanooga, TN 37421-6000

**CBL<sup>®</sup>**

**Hasler**

05/22/2012

**US POSTAGE**

FIRST-CLASS MAIL

**\$00.65<sup>0</sup>**



ZIP 37421  
011D11622123

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

**RECEIVED**  
**MAY 25 2012**  
**BMC GROUP**

