

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
UBI Liquidating Corp., et al.,¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Objection Deadline: August 24, 2011 at 4:00 p.m.
	)	Hearing Date: September 7, 2011 at 1:30 p.m.

**MOTION OF DEBTORS AND DEBTORS IN POSSESSION
FOR AN ORDER (A) APPROVING FORM AND MANNER OF
NOTICE OF DISCLOSURE STATEMENT HEARING, (B) ESTABLISHING
PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO
ACCEPT OR REJECT PROPOSED CHAPTER 11 PLAN, (C) SCHEDULING
A HEARING ON CONFIRMATION OF PROPOSED CHAPTER 11 PLAN
AND APPROVING RELATED NOTICE PROCEDURES, AND (D)
EXTENDING THE DEBTORS' EXCLUSIVE SOLICITATION
PERIOD THROUGH AND INCLUDING OCTOBER 31, 2011**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move for the entry of an order, substantially in the form attached hereto as Exhibit A, (the “Disclosure Statement Order”) (i) approving the form and manner of notice of the hearing on the

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Disclosure Statement for the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code [Docket No. 1322], dated July 20, 2011 (the “Disclosure Statement”); (ii) establishing procedures for the solicitation and tabulation of votes (“Solicitation Procedures”) to accept or reject the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 1321], dated July 20, 2011 (the “Plan”), including approval of (a) the form of ballot (the “Ballot”) for submitting votes on the Plan, (b) the deadline for submission of Ballots, (c) the contents of the proposed solicitation packages to be distributed to creditors and other parties in interest in connection with the solicitation of votes on the Plan (the “Solicitation Package”), (d) the proposed record date for voting on the Plan, (e) the form of notice of the confirmation hearing and the deadline for objecting to confirmation of the Plan (the “Confirmation Hearing Notice”), (f) the form of notices of non-voting status for classes of claims that are deemed to accept or reject the plan, and (g) certain related relief; (iii) scheduling a hearing on confirmation of the Plan and approving related notice procedures; and (iv) extending the period during which the Debtors have the exclusive right to solicit acceptances of a chapter 11 plan (the “Exclusive Solicitation Period”) through and including October 31, 2011. In support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein is sections 105, 1125 and 1126 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and Rules 2002, 3016, 3017 and 3018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy

Rules”), and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

GENERAL BACKGROUND

A. Introduction

3. On September 21, 2010 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. UBI Liquidating Corp., formerly known as Urban Brands, Inc., is the direct or indirect parent company of each of the Debtors.

4. The Debtors continued to operate their business as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, until the sale of substantially all of the Debtors’ assets was fully consummated. No trustee or examiner has been appointed in the Chapter 11 Cases. On October 1, 2010, an official committee of unsecured creditors (the “Creditors’ Committee”) was appointed by the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).

B. The Debtors’ Business

5. As of the Petition Date, the Debtors were a leading specialty retailer of fashion-forward and inspirational apparel for plus sized urban women under the brand name of Ashley Stewart. The Debtors operated approximately 210 stores in 26 states with approximately 2,100 employees, the majority of which are minority women. The store base was reinforced by a strong online presence through AshleyStewart.com, providing both a marketing tool as well as an additional outlet for Ashley Stewart customers.

6. Despite the strength of their brand names and success at individual store locations, the Debtors began suffering from cash flow/liquidity problems in 2007, especially in

their Marianne division. The Debtors' financial difficulties continued in 2008 with the slow down in the overall economy. As part of a strategic initiative to strengthen their balance sheet and improve their liquidity by focusing exclusively on the Ashley Stewart brand, in February 2008, the Debtors began divesting themselves of all of their Marianne stores. Although the Debtors significantly reduced their net losses from approximately \$44.3 million in 2008 to \$28.6 million in 2009, the business continued to operate at a loss. Additionally, from fiscal year 2008 to fiscal year 2009, the Debtors net sales decreased from \$179.6 million to \$174.6 million.

C. Sale of the Debtors' Assets

7. Following exhaustive efforts to locate additional capital, the Debtors determined that there was insufficient interest in the market for this additional financing and, as a result, the Debtors' best alternative to preserve the Debtors' business as a going concern and maximize the value of their assets was to pursue a sale of all or substantially all of the Debtors' assets. Accordingly, the Debtors expanded their marketing efforts to solicit interest from prospective purchasers of the Debtors and their assets as a going-concern. As a result of such efforts, On September 21, 2010, the Debtors and New Ashley Stewart, LLC ("New Ashley"), an affiliate of GB Merchant Partners, LLC, executed an asset purchase agreement whereby New Ashley agreed to purchase substantially all of the Debtors' assets.

8. On October 4, 2010, the Court entered an order approving bidding procedures (the "Bidding Procedures") with respect to the sale of the Debtors' assets. In accordance with the Bidding Procedures, the Debtors received multiple competing bids for their assets and an auction (the "Auction") was held on October 25-26, 2010. Upon conclusion of the Auction, New Ashley was determined to be the Successful Bidder (as defined in the Bidding Procedures) for the

Debtors' assets. On October 27, 2010, the Court entered an order [Docket No. 434] approving the sale of the Debtors' assets to New Ashley. The sale closed on October 29, 2010.²

D. The General Bar Date

9. On November 23, 2010, the Court entered an order establishing January 24, 2011 as the deadline for general unsecured creditors to file proofs of claim against any of the Debtors. Additionally, March 21, 2011 was established as the deadline for governmental units to file any proofs of claim against any of the Debtors.

REQUESTED RELIEF

10. By this Motion, the Debtors seek the entry of an order (i) approving the form and manner of notice of the hearing on the Disclosure Statement; (ii) establishing Solicitation Procedures, including approval of (a) the Ballot for submitting votes on the Plan, (b) the deadline for submission of Ballots, (c) the contents of the Solicitation Packages to be distributed to creditors and other parties in interest in connection with the solicitation of votes on the Plan, (d) the proposed record date for voting on the Plan, (e) the form of the Confirmation Hearing Notice, (f) the form of notices of non-voting status for classes of claims that are deemed to accept or reject the plan, and (g) certain related relief; (iii) scheduling a hearing on confirmation of the Plan and approving related notice procedures; and (iv) extending the Exclusive Solicitation Period through and including October 31, 2011.

A. Form and Manner of Notice for Disclosure Statement Hearing

11. Rule 3017(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") provides that "the Court hold a hearing on at least 28 days' notice . . . to consider the disclosure statement and objections or modifications thereto." Fed. R. Bankr. P. 3017(a). In

² Pursuant to the purchase agreement with New Ashley, the Debtors were required to change the corporate name of any Debtor entity whose name contained "Urban Brands" or "Ashley Stewart." On November 2, 2010, the Court entered an order authorizing the corporate name change of seven (7) of the Debtors.

accordance with Bankruptcy Rule 3017(a), the Debtors have noticed a hearing to consider approval of the Disclosure Statement for September 7, 2011 at 1:30 p.m. (Eastern Time) (the “Disclosure Statement Hearing”).

12. On or before July 27, 2011, the Debtors mailed or caused to be mailed, notices, substantially in the form attached hereto as Exhibit B (the “Disclosure Statement Hearing Notice”), to (i) the U.S. Trustee, (ii) counsel for the Creditors’ Committee, (iii) the Securities and Exchange Commission (the “SEC”), (iv) any known holders of claims against or equity interests in the Debtors and (v) all other parties that have filed requests for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. The Disclosure Statement Hearing Notice, among other things, provides notice of the Disclosure Statement Hearing and establishes 4:00 p.m. (Eastern Time) on August 24, 2011 as the deadline for filing any objections to the Disclosure Statement. Thus, the Debtors have provided interested parties with at least twenty-eight (28) days notice of the Disclosure Statement Hearing and related objection deadline.

13. The Debtors have also served a copy of this Motion, the Disclosure Statement and the Plan, which is Exhibit A to the Disclosure Statement, on the U.S. Trustee, the SEC, counsel for the Creditors’ Committee and all other parties that have filed requests for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. Additionally, pursuant to Bankruptcy Rule 3017(a), the Debtors will provide copies of the Disclosure Statement and the Plan to any additional party in interest that makes a request for such documents in the manner indicated in the Disclosure Statement Hearing Notice. Copies of the Plan and Disclosure Statement may also be viewed on the Voting Agent’s (as defined herein) website at www.bmcgroup.com/urbanbrands.

14. The Debtors submit that the foregoing procedures provide adequate notice of the Disclosure Statement Hearing and, accordingly, request that the Court approve such notice as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

B. Procedures for Tabulation of Votes

(i) Form of Ballots

15. Bankruptcy Rule 3017(d) requires that the Debtors mail a form of ballot only to “creditors and equity holders entitled to vote on the plan.” Fed. R. Bankr. P. 3017(d). Pursuant to the Bankruptcy Code, only those classes of claims or equity interests that are (i) “impaired” by a plan of reorganization and (ii) entitled to receive a distribution under such plan are entitled to vote on the plan. In these Chapter 11 Cases, only the holders of claims in Class 4 (the “Voting Class”) are entitled to vote to accept or reject the Plan. Classes 1, 2 and 3 (the “Unimpaired Non-Voting Classes”) under the Plan are unimpaired and, therefore, are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy Code. Additionally, the holders of interests in Class 5 (the “Impaired Non-Voting Class”) under the Plan neither retain nor receive any property under the Plan and, therefore, are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.

16. The Debtors propose to distribute to creditors in the Voting Class a Ballot in the form attached to the Disclosure Statement Order as Exhibit 1. The Ballot is based on Official Form No. 14, but has been modified to address the particular terms of the Plan.

(ii) Voting Deadline for Receipt of Ballots

17. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the Court may fix a time within which the holders of claims or equity interests may

accept or reject a plan. The Debtors anticipate commencing the Plan solicitation period by mailing Ballots and other approved solicitation materials within five (5) business days of the entry of an order approving the Disclosure Statement. Based on this schedule, the Debtors propose that to be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to BMC Group, Inc., the Debtors' notice and balloting agent in the Chapter 11 Cases (the "Voting Agent"), either (a) by mail in the return envelope provided with each Ballot, (b) by overnight courier or (c) by personal delivery so that, in each case, such Ballots are received by the Voting Agent no later than 5:00 p.m. (Eastern Time) on October 12, 2011 or such other date that is established by the Debtors that is at least twenty-eight (28) days after the commencement of the solicitation period (the "Voting Deadline").

18. The Debtors submit that the proposed solicitation period provides sufficient time for creditors to make informed decisions to accept or reject the Plan and submit timely Ballots.

(iii) Procedures for Vote Tabulation

19. Section 1126(c) of the Bankruptcy Code provides:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under subsection (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected such plan.

11 U.S.C. § 1126(c). Further, Bankruptcy Rule 3018(a) provides that the "court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan." Fed. R. Bankr. P. 3018(a).

20. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors in any other context, the Debtors propose that each claim within the Voting Class be

temporarily allowed in accordance with the following rules (collectively, the “Tabulation Rules”):

- a. Unless otherwise provided in the Tabulation Rules described below, a claim will be deemed temporarily allowed for voting purposes in an amount equal to (i) if a timely filed proof of claim has not been filed, the amount of such claim as set forth in the schedules of assets and liabilities, filed by each of the Debtors on October 21-22, 2010 as amended (collectively, the “Schedules”), provided that the claim is not listed therein as contingent, unliquidated or disputed, or (ii) the amount of such claim as set forth in a timely filed proof of claim;
- b. If a claim is deemed allowed in accordance with the Plan, such claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- c. If a claim for which a proof of claim has been timely filed is marked in whole or in part as contingent, unliquidated or disputed on its face, such portion of the claim that is marked as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount of \$1.00;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- e. If a claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not timely filed, such claim will be disallowed for voting purposes;
- f. If the Debtors have filed and served an objection to a claim at least fifteen (15) days before the Voting Deadline, such claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection; and
- g. If a claim holder identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

21. The Debtors believe that the proposed Tabulation Rules will establish a fair and equitable voting process. Nevertheless, if any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Rules, the Debtors propose that

such claimant be required to file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Plan (a “Rule 3018 Motion”) and serve such motion on the Debtors so that it is received no more than fifteen (15) days after the later of (a) the date of service of the Confirmation Hearing Notice (as such term is defined below) and (b) the date of service of a notice of an objection, if any, to the underlying claim. In accordance with Bankruptcy Rule 3018, the Debtors further propose that any Ballot submitted by a creditor that files a Rule 3018 Motion will be counted solely in accordance with the Debtors’ proposed Tabulation Rules and the other applicable provisions contained herein unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

22. In tabulating the Ballots, the Debtors request that the following additional procedures be utilized: (a) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last dated properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter’s intent and thus will supersede any prior Ballots; (b) creditors will be required to vote all of their claims either to accept or reject the Plan and may not split their votes; thus, a Ballot (or a group of Ballots received from a single creditor) that partially rejects and partially accepts the Plan will not be counted; (c) Ballots that are otherwise validly executed but do not indicate either acceptance or rejection of the Plan will not be counted; and (d) the Voting Agent will not accept Ballots by facsimile transmission.

C. Confirmation Hearing and Notice; Voting Record Date and Procedures for Distribution and of Solicitation Packages and Notices of Non-Voting Status

(i) The Confirmation Hearing

23. Bankruptcy Rule 3017(c) provides:

On or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests may accept or reject the plan and may fix a date for the hearing on confirmation.

Fed. R. Bankr. P. 3017(c).

24. In accordance with Bankruptcy Rule 3017(c) and consistent with the Debtors' proposed solicitation schedule, the Debtors request that the Confirmation Hearing be set for the Debtors' omnibus hearing scheduled for October 19, 2011 at 1:00 p.m. (Eastern Time). The Confirmation Hearing may be continued from time to time by the Debtors without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing. The Debtors further propose that objections, if any, to confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to confirmation of the Plan; and (d) be filed with the Court and served on: (i) the Debtors: UBI Liquidating Corp., *et al.*, 100 Metro Way, Secaucus, New Jersey 07094-1906, (Attention: Stephen Feldman); (ii) counsel to the Debtors: Richards, Layton & Finger, One Rodney Square, 920 King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iii) counsel to the Creditors' Committee: Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attention: Lawrence C. Gottlieb, Esq.), and Ballard Spahr Andrews & Ingersoll, LLP, 919 North Market Street, 12th Floor, Wilmington, Delaware 19801-3034 (Attention: Leslie C. Heilman, Esq.); and (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: David Buchbinder, Esq.) so that they are received no later than 4:00 p.m. (Eastern Time) on October 12, 2011 or such other date established by the Debtors that is at least twenty-eight (28) days after the commencement of the solicitation period (the "Confirmation Objection Deadline").

25. Bankruptcy Rule 2002(b) requires at least twenty-eight (28) days' notice by mail to all creditors and indenture trustees of the time set for filing objections to confirmation of a chapter 11 plan and the hearing to consider confirmation of a chapter 11 plan. Bankruptcy Rule 2002(d) requires that equity security holders be given notice of the foregoing in the manner and the form directed by the Court. In accordance with Bankruptcy Rules 2002 and 3017(d), the Debtors propose to serve on all creditors and equity security holders, not less than twenty-eight (28) days prior to the Confirmation Objection Deadline, a copy of a notice substantially in the form attached to the Disclosure Statement Order as Exhibit 2 (the "Confirmation Hearing Notice"), setting forth: (a) the Voting Deadline for the submission of Ballots to accept or reject the Plan; (b) the deadline for filing Rule 3018 Motions; (c) the Confirmation Objection Deadline; and (d) the time, date and place of the Confirmation Hearing.

26. In addition to mailing the Confirmation Hearing Notice as part of the Solicitation Packages, the Debtors propose to publish a notice substantially in the form of the Confirmation Hearing Notice not less than twenty (20) days before the Confirmation Hearing in the national edition of *The New York Times*.

(ii) The Voting Record Date

27. Bankruptcy Rule 3017(d) provides that, unless otherwise ordered by the Court, the "date [an] order approving the disclosure statement is entered," or such other date established by the court, is the record date for determining the "holders of stock, bonds, debentures, notes, and other securities" entitled to receive the materials specified in Bankruptcy Rule 3017(d), including ballots for voting on a plan of reorganization. See Fed. R. Bankr. P. 3017(d). Accordingly, the Debtors request that the Court establish September 7, 2011 as the record date pursuant to Bankruptcy Rule 3017(d) for purposes of determining which creditors are entitled to

receive Solicitation Packages and, where applicable, vote on the Plan (the “Voting Record Date”).

28. With respect to a transferred claim, the Debtors further propose that the transferee will be entitled to receive a Solicitation Package and cast a Ballot on account of such transferred claim only if by the Voting Record Date (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed or (b) the transferee files (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Each transferee will be treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code and the other voting and solicitation procedures set forth herein.

(iii) The Solicitation Package

29. Bankruptcy Rule 3017(d) identifies the materials that must be provided to holders of claims and equity interests for purposes of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization:

Upon approval of a disclosure statement, — except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders — the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (1) the plan or a court-approved summary of the plan;
- (2) the disclosure statement approved by the court;
- (3) notice of the time within which acceptances and rejections of such plan may be filed; and
- (4) such other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

In addition, notice of the time fixed for filing objections and the hearing on confirmation shall be mailed to all creditors and equity security holders pursuant to Rule 2002(b), and a form of ballot conforming to the appropriate Official Form shall be mailed to creditors and equity security holders entitled to vote on the plan.

Fed. R. Bankr. P. 3017(d).

30. The Solicitation Package, comprised of the materials required to be provided to holders of claims and equity interests under Bankruptcy Rule 3017(d), will be mailed to such parties after the Court has approved the Disclosure Statement. Specifically, the Debtors propose to mail or cause to be mailed Solicitation Packages containing copies of: (a) the Confirmation Hearing Notice; (b) a CD containing the Disclosure Statement (together with the exhibits thereto, including the Plan, that have been filed with the Court before the date of the mailing) and the Disclosure Statement Order (exclusive of exhibits); and (c) for Solicitation Packages sent to holders of claims in the Voting Class, the form of Ballot, a Ballot return envelope and such other materials as the Court may direct.

31. The Solicitation Packages will be mailed no less than twenty-eight (28) days prior to the Confirmation Objection Deadline. In addition to mailing a Solicitation Package to each holder of a claim or claims in the Voting Class as of the Voting Record Date, the Debtors shall mail or cause to be mailed a Solicitation Package (exclusive of the Ballot) to: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; (c) counsel to Bank of America; (d) the SEC; (e) the Internal Revenue Service; (f) the United States Attorney for the District of Delaware; and (g) all entities requesting notice pursuant to Bankruptcy Rule 2002 as of the Voting Record Date.

32. Pursuant to sections 1126(f) and 1126(g) of the Bankruptcy Code and Bankruptcy Rule 3017(d), the holders of claims in the Unimpaired Non-Voting Classes are conclusively deemed to accept and holders of interests in the Impaired Non-Voting Class are conclusively deemed to reject the Plan. As a result, the Debtors propose to serve upon the Unimpaired Non-

Voting Classes a notice of non-voting status substantially in the form attached to the Disclosure Statement Order as Exhibit 3 (the “Notice of Unimpaired Non-Voting Status”) and upon the Impaired Non-Voting Class a notice of non-voting status substantially in the form attached to the Disclosure Statement Order as Exhibit 4 (the “Notice of Impaired Non-Voting Status,” and together with the Notice of Unimpaired Non-Voting Status, the “Notices of Non-Voting Status”).

33. The Debtors anticipate that a number of Disclosure Statement Notices will be returned by the United States Postal Service as undeliverable as a result of incomplete or inaccurate addresses (the “Undeliverable Addresses”). The Debtors believe that it would be costly and wasteful to mail Solicitation Packages, Confirmation Hearing Notices and/or Notices of Non-Voting Status to the Undeliverable Addresses. Therefore, the Debtors request that they be excused from mailing Solicitation Packages, Confirmation Hearing Notices and/or Notices of Non-Voting Status to those entities for which the Debtors have only Undeliverable Addresses unless the Debtors are provided with accurate addresses for such entities, in writing, on or before September 7, 2011. If a Solicitation Package, Confirmation Hearing Notice and/or Notice of Non-Voting Status is returned as undeliverable, the Voting Agent shall resend such Solicitation Package, Confirmation Hearing Notice and/or Notice of Non-Voting Status only once, provided that the United State Post Office has included a forwarding address at least ten (10) business days before the Voting Deadline.

34. The Debtors submit that the foregoing procedures for providing notice of the Confirmation Hearing, the Confirmation Objection Deadline and related matters fully comply with Bankruptcy Rules 2002 and 3017. Accordingly, the Debtors request that the Court approve such procedures as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

D. Extension of the Exclusive Solicitation Period

35. Pursuant to section 1121(b) of the Bankruptcy Code, a debtor has the exclusive right to file a plan of reorganization during the first 120 days after the commencement of a chapter 11 case. If a debtor files a plan during this exclusive filing period, section 1121(c)(3) of the Bankruptcy Code grants the debtor an additional 60 days during which the debtor may solicit acceptances of that plan and no other party in interest may file a competing plan.

36. Section 1121(d) of the Bankruptcy Code provides that the Court may, “for cause,” extend these periods: “[o]n request of a party in interest . . . and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section.” 11 U.S.C. § 1121(d). Although the Bankruptcy Code does not define “cause,” a number of courts have construed the term by examining the Bankruptcy Code’s underlying legislative history. See, e.g., In re Perkins, 71 B.R. 294, 297-98 (W.D. Tenn. 1987); In re Lake in the Woods, 10 B.R. 338, 343-45 (E.D. Mich. 1981); In re Ravenna Indus., Inc., 20 B.R. 886, 889 (Bankr. N.D. Ohio 1982). As discussed below, the legislative history of section 1121(d) and the applicable case law support the Debtors’ requested extension of the Exclusive Solicitation Period.

37. In determining whether cause exists for an extension of a debtor’s exclusive periods, courts have relied on a variety of factors, each of which may constitute sufficient grounds for extending the periods. These factors include (a) the size and complexity of the case, (b) the debtor’s progress in resolving issues facing the estate and (c) whether an extension of time will harm the debtor’s creditors. See, e.g., In re Gibson & Cushman Dredging Corp., 101 B.R. 405, 409-10 (E.D.N.Y. 1989); In re Grand Traverse Dev. Co. Ltd. P’ship., 147 B.R. 418, 420 (Bankr. W.D. Mich. 1992); In re Gen. Bearing Corp., 136 B.R. 361, 367 (Bankr. S.D.N.Y. 1992); In re Southwest Oil Co. of Jourdanton, Inc., 84 B.R. 448, 451-54 (Bankr. W.D. Tex.

1987). The Debtors submit that, under all these factors, the Exclusive Solicitation Period for the Debtors should be extended.

38. With respect to the first factor, both Congress and the courts have recognized that the size and complexity of a debtor's case alone may constitute cause for the extension of a debtor's exclusive periods. "[I]f an unusually large company were to seek reorganization under Chapter 11, the Court would probably need to extend the time in order to allow the debtor to reach an agreement." H.R. Rep. No. 95-595, at 231, 232, 406 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 6191, 6362. In the Texaco reorganization, for example, the court stated: "[t]he large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods." In re Texaco Inc., 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987). Here, the Debtors have thousands of creditors and, as of the Petition Date, operated hundreds of retail apparel stores in numerous states throughout the country. Moreover, the scope and breadth of the Debtors' operations were expansive as of the Petition Date and the Debtors' cases, involving fifty-five (55) debtor entities and a prepetition credit facility, are complex.

39. The second factor courts consider in determining whether cause exists to extend a debtors' exclusive periods — the Debtors' progress in resolving issues facing the Debtors' respective estates — also justifies an extension of the Exclusive Solicitation Period. See, e.g., In re McLean Indus. Inc., 87 B.R. 830, 835 (Bankr. S.D.N.Y. 1987); Texaco, 76 B.R. at 327; In re Swatara Coal Co., 49 B.R. 898, 899-900 (Bankr. E.D. Pa. 1985). Major progress in these cases has been achieved by the Debtors as of the date hereof. Since the Petition Date, the Debtors have focused on (a) maximizing the value of their businesses through the going-concern sale of their

business and (b) ensuring a smooth transition into chapter 11 while, at the same time, focusing on other time sensitive aspects of these cases. Among other significant tasks, in the first few months of these cases the Debtors focused on the marketing and sale of their assets and the closing of the sale to New Ashley. Following the closing of the sale of substantially all their assets, the Debtors have worked with New Ashley to seek the rejection and assumption and assignment of certain leases and contracts and to reconcile certain significant claims, including claims under section 365(b)(1) and 503(b)(9) of the Bankruptcy Code, that will be paid by New Ashley. In addition, the Debtors have prepared and filed the Plan and Disclosure Statement and, by this Motion, are seeking approval of the Disclosure Statement and procedures for solicitation of the Plan.

40. The third factor, whether the requested extension will harm creditors or other parties in interest, favors approval of the Debtors' requested extension of the Exclusive Solicitation Period. The Debtors do not believe that the requested extension will harm their creditors, rather, the Debtors are seeking the extension to maintain the *status quo* as they seek approval of the Disclosure Statement and solicit acceptances of the Plan. As set forth above, the Debtors are seeking approval of the Disclosure Statement and scheduling of the Confirmation Hearing for October 19, 2011. Extension of the Exclusive Solicitation Period through and including October 31, 2011 will permit the Debtors the opportunity to solicit acceptances and seek confirmation of the Plan. The Debtors have conducted these chapter 11 cases in a manner designed to maximize recoveries for their creditors. To that end, (i) numerous leases and contracts have been assumed and assigned to the going-concern purchaser of the Debtors' business resulting in significant cure payments being made to numerous lease and contract counter-parties; (ii) millions of dollars in employee and employee-related claims have been paid

in the ordinary course of business or pursuant to an order of this Court (see Docket No. 47); (iii) the Debtors have paid and continue to pay their undisputed obligations to taxing authorities in the ordinary course of business or as otherwise authorized by the Court (see Docket No. 38); and (iv) hundreds of thousands of dollars in undisputed claims filed in these chapter 11 cases pursuant to section 503(b)(9) of the Bankruptcy Code have been assumed by, and are to be paid by, New Ashley. Consequently, the Debtors are not seeking this extension to prejudice their creditors. Conversely, the Debtors are seeking the requested extension of the Exclusive Solicitation Period to maintain the *status quo* in the chapter 11 cases to permit solicitation and confirmation of the Plan. Accordingly, neither the Debtors' creditors nor any other party in interest will be harmed by the proposed extension of the Exclusive Solicitation Period.

41. For all the foregoing reasons, the Debtors' request to extend the Exclusive Solicitation Period should be approved.

NOTICE

42. No trustee or examiner has been appointed in the Chapter 11 Cases. Notice of this Motion has been provided to: (i) the U.S. Trustee; (ii) the Creditors' Committee; (iii) the SEC; and (iv) all parties entitled to receive notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

NO PRIOR REQUEST

43. No prior request for the relief sought in this Motion has been made to this or any other court in connection with the Chapter 11 Cases.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter the Disclosure Statement Order, substantially in the form attached hereto as a Exhibit A: (i) approving the form and manner of notice of the Disclosure Statement Hearing; (ii) establishing Solicitation Procedures, as described herein, including approval of (a) the form of Ballot for submitting votes on the Plan, (b) the Voting Deadline for the submission of Ballots, (c) the contents of the Solicitation Packages, (d) the Voting Record Date for Plan voting, (e) the Confirmation Hearing Notice, (f) the Notices of Non-Voting Status, and (g) and certain related relief; (iii) scheduling the Confirmation Hearing and approving the related notice procedures; (iv) extending the Exclusive Solicitation Period through and including October 31, 2011; and (v) granting such other and further relief as the Court may deem proper.

Dated: August 10, 2011
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
L. Katherine Good (No. 5101)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

*Attorneys for the Debtors and
Debtors in Possession*

Exhibit A

(Disclosure Statement Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
UBI Liquidating Corp., et al.,¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	

**ORDER (A) APPROVING FORM AND MANNER OF NOTICE OF DISCLOSURE
STATEMENT HEARING, (B) ESTABLISHING PROCEDURES FOR SOLICITATION
AND TABULATION OF VOTES TO ACCEPT OR REJECT PROPOSED CHAPTER 11
PLAN, (C) SCHEDULING A HEARING ON CONFIRMATION OF PROPOSED
CHAPTER 11 PLAN AND APPROVING RELATED NOTICE PROCEDURES,
AND (D) EXTENDING THE DEBTORS' EXCLUSIVE SOLICITATION
PERIOD THROUGH AND INCLUDING OCTOBER 31, 2011**

This matter coming before the Court on the *Motion of Debtors and Debtors in Possession for an Order (A) Approving Form and Manner of Notice of Disclosure Statement Hearing, (B) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Proposed Chapter 11 Plan, (C) Scheduling a Hearing on Confirmation of Proposed Chapter 11 Plan and Approving Related Notice Procedures, and (D) Extending the Debtors' Exclusive Solicitation*

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Period Through and Including October 31, 2011 (the “Motion”), filed by the above-captioned debtors and debtors in possession (the “Debtors”); the Court having reviewed the Motion and having heard statements of counsel regarding the relief requested in the Motion at a hearing before the Court (the “Hearing”), and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

THE COURT HEREBY FINDS THAT:

A. Capitalized terms not otherwise defined in this Order have the meanings given to them in the Motion.

B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

D. Notice of the Motion and the Hearing, made in the manner described in the Motion, was sufficient and appropriate under the circumstances and complied with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

E. The relief requested in the Motion and granted herein is warranted under the circumstances and is in the best interests of the Debtors’ respective estates and creditors.

F. The form of ballot attached hereto as Exhibit 1 (the “Ballot”) (1) is consistent with Official Form No. 14, (2) adequately addresses the particular needs of these chapter 11 cases, (3) is appropriate for the class of claims entitled to vote to accept or reject the Plan and (4) complies with Bankruptcy Rule 3017(d).

G. Ballots need not be provided to holders of claims and interests in Classes 1, 2, 3 and 5 under the Plan because: (1) Classes 1, 2 and 3 under the Plan are unimpaired and are conclusively presumed to accept the Plan in accordance with section 1126(f) of the Bankruptcy

Code; and (2) holders of interests in Class 5 under the Plan neither retain nor receive any property under the Plan and are deemed to reject the Plan in accordance with section 1126(g) of the Bankruptcy Code.

H. The period during which the Debtors may solicit votes to accept or reject the Plan, as established by this Order, provides a sufficient time for creditors to make informed decisions to accept or reject the Plan and submit timely Ballots.

I. The procedures for the solicitation and tabulation of votes to accept or reject the Plan, as approved herein, provide a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

J. The contents of the Solicitation Packages and the procedures for providing notice of the Confirmation Hearing and the other matters set forth in the Confirmation Hearing Notice comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Ballot substantially in the form attached hereto as Exhibit 1, including the instructions attached to the Ballot, is APPROVED. The Ballot shall be distributed to holders of claims in Class 4 (General Unsecured Claims), which are entitled to vote to accept or reject the Plan.
3. To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to BMC Group, Inc., the Debtors' noticing and balloting agent (the "Voting Agent"), either (a) by mail in the return envelope provided with each Ballot, (b) by overnight courier or (c) by personal delivery so that, in each case, they are received by the

Voting Agent no later than 5:00 p.m. (Eastern Time) on October 12, 2011 or such other date established by the Debtors that is at least twenty-eight (28) days after the commencement of the solicitation period (the “Voting Deadline”).

4. Solely for purposes of voting to accept or reject the Plan, and not for the purpose of the allowance of, or distribution on account of, a claim and without prejudice to the rights of the Debtors in any other context, each claim within a Voting Class shall be temporarily allowed in accordance with the following rules (collectively, the “Tabulation Rules”):

- a. Unless otherwise provided in the Tabulation Rules described below, a claim will be deemed temporarily allowed for voting purposes in an amount equal to (i) if a timely filed proof of claim has not been filed, the amount of such claim as set forth in the schedules of assets and liabilities, filed by each of the Debtors on October 21-22, 2011 (collectively, the “Schedules”), provided that the claim is not listed therein as contingent, unliquidated or disputed, or (ii) the amount of such claim as set forth in a timely filed proof of claim;
- b. If a claim is deemed allowed in accordance with the Plan, such claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- c. If a claim for which a proof of claim has been timely filed is marked in whole or in part as contingent, unliquidated or disputed on its face, such portion of the claim that is marked as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount of \$1.00;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- e. If a claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not timely filed, such claim will be disallowed for voting purposes;
- f. If the Debtors have filed and served an objection to a claim at least fifteen (15) days before the Voting Deadline, such claim will be temporarily allowed or disallowed for voting purposes in accordance with the relief sought in the objection; and

- g. If a claim holder identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

5. If any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the Tabulation Rules, such claimant shall file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Plan (a “Rule 3018 Motion”) and serve such motion on the Debtors so that it is received no more than fifteen (15) days after the later of (a) the date of service of the Confirmation Hearing Notice (as such term is defined below) and (b) the date of service of a notice of an objection, if any, to the underlying claim. Any Ballot submitted by a creditor that files a Rule 3018 Motion will be counted solely in accordance with the Tabulation Rules and the other applicable provisions contained herein unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

6. In tabulating the Ballots, the following additional procedures shall be utilized: (a) if a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last dated properly executed Ballot received before the Voting Deadline will be deemed to reflect the voter’s intent and thus will supersede any prior Ballots; (b) creditors will be required to vote all of their claims either to accept or reject the Plan and may not split their votes; thus, a Ballot (or a group of Ballots within a Plan class received from a single creditor) that partially rejects and partially accepts the Plan will not be counted; (c) Ballots that are otherwise validly executed but do not indicate either acceptance or rejection of the Plan will not be counted; and (d) the Voting Agent will not accept Ballots by facsimile transmission.

7. The Confirmation Hearing is scheduled to be conducted on October 19, 2011 at 1:00 p.m. (Eastern Time). The Confirmation Hearing may be continued from time to time by the Debtors without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

8. Objections, if any, to confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to confirmation of the Plan; and (d) be filed with the Court and served on (i) the Debtors: UBI Liquidating Corp., *et al.*, 100 Metro Way, Secaucus, New Jersey 07094-1906, (Attention: Stephen Feldman); (ii) counsel to the Debtors: Richards, Layton & Finger, One Rodney Square, 920 King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors: Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attention: Lawrence C. Gottlieb, Esq.), and Ballard Spahr Andrews & Ingersoll, LLP, 919 North Market Street, 12th Floor, Wilmington, Delaware 19801-3034 (Attention: Leslie C. Heilman, Esq.); and (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: David Buchbinder, Esq.) so that they are received no later than 4:00 p.m. (Eastern Time) on October 12, 2011 or such other date established by the Debtors that is at least twenty-eight (28) days after the commencement of the solicitation period (the “Confirmation Objection Deadline”).

9. The Confirmation Hearing Notice in substantially the form attached hereto as Exhibit 2 is APPROVED. The Debtors shall serve copies of the Confirmation Hearing Notice, along with the other materials comprising the Solicitation Package on all creditors and equity security holders. In addition, the Debtors shall publish a notice substantially in the form of the

Confirmation Hearing Notice not less than twenty (20) days before the Confirmation Hearing in the national edition of *The New York Times*.

10. Pursuant to Bankruptcy Rule 3017(d), September 7, 2011 shall be the record date for purposes of determining which creditors are entitled to receive Solicitation Packages and, where applicable, vote on the Plan (the “Voting Record Date”).

11. With respect to a transferred claim, the transferee shall be entitled to receive a Solicitation Package and cast a Ballot on account of such claim only if by the Voting Record Date (a) all actions necessary to effect the transfer of the claim pursuant to Bankruptcy Rule 3001(e) have been completed or (b) the transferee files (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. Each transferee shall be treated as a single creditor for purposes of the numerosity requirements in section 1126(c) of the Bankruptcy Code and the other voting and solicitation procedures set forth in this Order.

12. The Debtors are directed to mail or cause to be mailed Solicitation Packages containing copies of: (a) the Confirmation Hearing Notice; (b) a CD containing the Disclosure Statement (together with the exhibits thereto, including the Plan, that have been filed with the Court before the date of the mailing) and this Disclosure Statement Order (exclusive of exhibits); and (c) for Solicitation Packages sent to holders of claims in the Voting Class, the form of Ballot, a Ballot return envelope and such other materials as the Court may direct.

13. The Debtors are directed to mail or cause to be mailed the Solicitation Packages no less than twenty-eight (28) days prior to the Confirmation Objection Deadline. In addition to mailing a Solicitation Package to each holder of a claim or claims in the Voting Class on or before the Voting Record Date, the Debtors shall mail or cause to be mailed a Solicitation

Package (exclusive of the Ballot) to: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; (c) counsel to Bank of America; (d) the Securities and Exchange Commission; (e) the Internal Revenue Service; (f) the United States Attorney for the District of Delaware; and (g) all entities requesting notice pursuant to Bankruptcy Rule 2002 as of the Voting Record Date.

14. Pursuant to sections 1126(f) and 1126(g) of the Bankruptcy Code and Bankruptcy Rule 3017(d), the holders of claims in the Unimpaired Non-Voting Classes are conclusively deemed to accept and holders of interests in the Impaired Non-Voting Class are conclusively deemed to reject the Plan. The Debtors' shall serve upon the Unimpaired Non-Voting Classes a notice of non-voting status substantially in the form attached hereto as Exhibit 3 (the "Notice of Unimpaired Non-Voting Status") and upon the Impaired Non-Voting Class a notice of non-voting status substantially in the form attached to the Disclosure Statement Order as Exhibit 4 (the "Notice of Impaired Non-Voting Status," and together with the Notice of Unimpaired Non-Voting Status, the "Notices of Non-Voting Status").

15. The Debtors are excused from mailing Solicitation Packages to those entities for which the Debtors have only Undeliverable Addresses unless the Debtors are provided with accurate addresses for such entities, in writing, on or before September 7, 2011. Failure to mail Solicitation Packages to such entities shall not constitute inadequate notice of the Confirmation Objection Deadline, the Confirmation Hearing, the Voting Deadline or any other matter. If a Solicitation Package is returned as undeliverable, the Voting Agent shall resend such Solicitation Package only once, provided that the United State Post Office has included a forwarding address at least ten (10) business days before the Voting Deadline.

16. The Debtors and the Voting Agent are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of, and the relief granted in, this Order without seeking further Order of the Court.

17. The Debtors' exclusive period for soliciting acceptances of a plan is hereby extended from September 19, 2011 through and including October 31, 2011.

18. The Court shall retain jurisdiction over the interpretation and enforcement of this Order.

Dated: _____, 2011
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

(Ballot)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
UBI Liquidating Corp., et al., ¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	

**BALLOT FOR ACCEPTING OR REJECTING JOINT PLAN OF
LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 4: GENERAL UNSECURED CLAIMS

**THE VOTING DEADLINE TO ACCEPT OR REJECT THE
PLAN IS 5:00 P.M., EASTERN TIME, ON OCTOBER 12, 2011**

This Ballot is submitted to you to solicit your vote to accept or reject the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the “Plan”) described in the accompanying disclosure statement, dated July 20, 2011 (the “Disclosure Statement”). Capitalized terms used in this Ballot and the attached instructions that are not otherwise defined have the meanings given to them in the Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, the Class rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign and return this Ballot to BMC Group, Inc., so that it is received by the deadline indicated above.

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

PLEASE CAREFULLY READ THE IMPORTANT INFORMATION REGARDING RELEASES, INJUNCTIONS AND STAYS IN THE PLAN AND COMPLETE ITEM 2. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST. YOU MAY NOT SPLIT YOUR VOTE ON THE PLAN, YOU MUST VOTE ALL CLASS 4 GENERAL UNSECURED CLAIMS OF WHICH YOU ARE A HOLDER EITHER TO ACCEPT OR REJECT THE PLAN.

IMPORTANT INFORMATION REGARDING RELEASES, INJUNCTIONS AND STAYS IN THE PLAN

Article IX.D of the Plan provides for the following releases:

Except as otherwise expressly provided for in the Plan or in obligations issued pursuant to the Plan, from and after the Effective Date, all Releasing Parties shall be deemed to have forever released, waived and discharged all causes of action and any other debts, obligations, rights, suits, damages, actions, remedies and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing as of the Effective Date or thereafter arising, in law, equity or otherwise, whether for tort, contract, violations of federal or state securities laws or otherwise, based in whole or in part upon any act or omission, transaction, or other occurrence or circumstances existing or taking place prior to or on the Effective Date in any way related to the Debtors, the Chapter 11 Cases or the Plan against the Releasees.

Article IX.E of the Plan provides for the following injunctions and stays:

1. The rights afforded in the Plan and the treatment of all Claims and Equity Interests in the Plan shall be in exchange for and in complete satisfaction of Claims and Equity Interests of any nature whatsoever, including any interest accrued on Claims from and after the Petition Date, against the Debtors, their successors and assigns or any of their assets or properties. On the Effective Date, all such Claims against, and Equity Interests in, the Debtors shall be satisfied and released in full.
2. Except as otherwise expressly provided for in the Plan or in obligations issued pursuant to the Plan, all Parties and Entities are permanently enjoined, on and after the Effective Date, on account of any Claim or Equity Interest satisfied and released hereby, from:
 - (a) commencing or continuing in any manner any action or other proceeding of any kind against any of the Debtors, the UBI Liquidating Trust, their successors and assigns, and any of their assets and properties;
 - (b) enforcing, attaching, collecting or recovering by any manner or means any judgment, award, decree or order against any Debtor, the UBI Liquidating Trust, their successors and assigns, and any of their assets and properties;
 - (c) creating, perfecting or enforcing any encumbrance of any kind against any Debtor, the UBI Liquidating Trust, their successors and assigns, and any of their assets and properties;
 - (d) asserting any right of setoff or subrogation of any kind against any obligation due from any Debtor, the UBI Liquidating Trust or their successors and assigns, or against any of their assets and properties, except to the extent a right to setoff or subrogation is asserted with respect to a timely filed proof of claim; or
 - (e) commencing or continuing in any manner any action or other proceeding of any kind in respect of any Claim or Equity Interest or Cause of Action released or settled hereunder.
3. From and after the Effective Date, all Releasing Parties are permanently enjoined from commencing or continuing in any manner against the Releasees, their successors and assigns, and any of their assets and properties, any suit, action or other proceeding, on account of or respecting any claim, demand, liability,

obligation, debt, right, cause of action, interest or remedy released or to be released pursuant to the Plan or the Confirmation Order.

**PLEASE READ THE ATTACHED VOTING INFORMATION AND
INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.**

PLEASE COMPLETE ITEMS 1 AND 2. IF NEITHER THE "ACCEPT" OR "REJECT" BOX IS CHECKED IN ITEM 1, THIS BALLOT, IF SIGNED, WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE VALID OR COUNTED AS HAVING BEEN CAST.

Item 1. Class Vote. The undersigned, a holder of a Class 4 General Unsecured Claim under the Plan against one or more of the Debtors in the amount set forth below, votes to (check one box):

☐ **Accept** the Plan.

☐ **Reject** the Plan.

NOTICE OF INJUNCTION/RELEASES: BY ACCEPTING THE PLAN YOU WILL BE DEEMED TO HAVE CONSENTED TO THE INJUNCTION AND RELEASE PROVISIONS OF THE PLAN DESCRIBED IN ARTICLE IX OF THE PLAN.

Creditor: _____ Claim Amount: \$ _____

Item 2. Acknowledgments. By signing this Ballot, the undersigned acknowledges receipt of the Disclosure Statement and the other applicable solicitation materials and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant.

Name

Social Security or Federal Tax I.D. No.

By: _____
Signature

If by Authorized Agent, Name and Title

Name of Institution

Street Address

City, State, Zip Code

Telephone Number

Date Completed

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

1. In the boxes provided in Item 1 of the Ballot, please indicate acceptance or rejection of the Plan. Complete the Ballot by providing all the information requested and sign, date and return the Ballot by mail, overnight courier or personal delivery to BMC Group, Inc. (the "Voting Agent") at the following address:

If sent by First Class Mail:

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

If sent by Messenger or Overnight Courier:

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

Ballots must be received by the Voting Agent by 5:00 p.m., Eastern Time, on October 12, 2011 (the "Voting Deadline"). If a Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Voting Agent is enclosed for your convenience. Ballots submitted by facsimile will not be accepted.

2. **Each Ballot you receive is for voting only your Claim described on the Ballot. Please complete and return each Ballot you receive. The attached Ballot is designated only for voting Class 4 General Unsecured Claims.** You must vote all of your Claims within a single Class under the Plan either to accept or reject the Plan. Accordingly, if you return more than one Ballot voting different Claims within a single Class under the Plan and the Ballots are not voted in the same manner, those Ballots will not be counted. An otherwise properly executed Ballot that attempts to partially accept and partially reject the Plan will not be counted.
3. Your Claim has been **temporarily allowed solely for purposes of voting** to accept or reject the Plan in accordance with certain tabulation rules approved by the Bankruptcy Court (the "Tabulation Rules"). The Tabulation Rules are set forth in the *Notice of (A) Deadline for Casting Votes to Accept or Reject the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code, (B) Hearing to Consider Confirmation of Proposed Plan and (C) Related Matters*, which is enclosed with the solicitation materials you received along with this Ballot. The temporary allowance of your Claim for voting purposes does not constitute an allowance of your Claim for purposes of distribution under the Plan and is without prejudice to the rights of the Debtors in any other context (e.g., the right of the Debtors to contest the amount or validity of any Claim for purposes of allowance under the Plan). If you wish to challenge the temporary allowance of your Claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, for an order temporarily allowing your Claim in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) September 29, 2011 and (b) fifteen days after the date of service of a notice of an objection, if any, to your Claim. Unless the Bankruptcy Court orders otherwise, your Claim will not be counted as a vote in excess of the amount as determined in accordance with the Tabulation Rules, regardless of the amount identified in Item 1 of the Ballot. If a lesser amount is identified in Item 1 of the Ballot, your Claim will be counted as a vote in such lesser amount.
4. The Ballot does not constitute and shall not be deemed a proof of Claim or equity interest or an assertion of a Claim or equity interest.
5. If you cast more than one Ballot voting the same Claim prior to the Voting Deadline, the last dated Ballot received by the Voting Agent before the Voting Deadline will supersede any prior Ballots.

PLEASE RETURN YOUR BALLOT PROMPTLY.

THE VOTING AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE TRANSMISSION.

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR
IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES,
PLEASE CALL THE VOTING AGENT AT (888) 909-0100.**

Exhibit 2

(Confirmation Hearing Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
UBI Liquidating Corp., et al.,¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF (A) DEADLINE FOR CASTING VOTES TO ACCEPT
OR REJECT THE JOINT PLAN OF LIQUIDATION UNDER CHAPTER 11
OF THE BANKRUPTCY CODE, (B) HEARING TO CONSIDER
CONFIRMATION OF PROPOSED PLAN AND (C) RELATED MATTERS**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On July 20, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* [Docket No. 1321] (as it may be amended, the “Plan”) and related disclosure statement (as it may be amended, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market, 3rd Floor, Wilmington, Delaware 19801 (the “Court”).

2. On September __, 2011, the Court entered an order (i) approving the Disclosure Statement, pursuant to section 1125 of the United States Bankruptcy Code as containing adequate information and (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, including approval of (a) the form of ballot for submitting votes on the Plan, (b) the deadline for submission of ballots, (c) the contents of the proposed solicitation packages to be distributed to creditors and other parties in interest in connection with the solicitation of votes on the Plan (the “Solicitation Package”), (d) the proposed record date for voting on the Plan and (e) certain related relief (the

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

“Solicitation Procedures Order”). In accordance with the Solicitation Procedures Order, certain Solicitation Materials have been provided with this Notice.²

3. A hearing to consider the confirmation of the Plan (the “Confirmation Hearing”) will be held before The Honorable Kevin J. Carey, United States Bankruptcy Judge, in the Judge’s usual courtroom at the United States Bankruptcy Court for the District of Delaware, 825 N. Market Street, 5th Floor, Wilmington, Delaware 19801 at 1:00 p.m. (Eastern Time), on October 19, 2011.

4. Pursuant to the Solicitation Procedures Order, if you are the holder of a claim against or equity interest in one of the Debtors as of September 7, 2011 (the record date as established in the Solicitation Procedures Order) in a class entitled to vote on the Plan, you have received with this Notice a ballot form (a “Ballot”) and voting instructions appropriate for your form. The following procedures apply with respect to voting your claim:

a. Except as provided in subparagraph (b) below, for your vote to accept or reject the Plan to be counted, you must complete all required information on the Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m. (Eastern Time) on October 12, 2011 (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot or return a properly completed Ballot so that it is received by the Voting Deadline may disqualify your Ballot and your vote.

b. Your claim has been temporarily allowed solely for purposes of voting to accept or reject the Plan in accordance with the following tabulation rules approved by the Court in the Solicitation Procedures Order (the “Tabulation Rules”):

- Unless otherwise provided in the Tabulation Rules described below, a claim will be deemed temporarily allowed for voting purposes in an amount equal to (i) if a timely filed proof of claim has not been filed, the amount of such claim as set forth in the schedules of assets and liabilities, filed by each of the Debtors on October 21-22, 2011, as amended (collectively, the “Schedules”), provided that the claim is not listed therein as contingent, unliquidated or disputed, or (ii) the amount of such claim as set forth in a timely filed proof of claim;
- If a claim is deemed allowed in accordance with the Plan, such claim will be temporarily allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- If a claim for which a proof of claim has been timely filed is marked in whole or in part as contingent, unliquidated or disputed on its face, such portion of the claim that is marked as contingent, unliquidated or disputed will be temporarily allowed for voting purposes in the amount of \$1.00;
- If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim will be temporarily allowed for voting purposes in the amount so estimated or allowed by the Court;
- If a claim is listed in the Schedules as contingent, unliquidated or disputed and a proof of claim was not timely filed, such claim will be disallowed for voting purposes;
- If the Debtors have filed and served an objection to a claim at least fifteen (15) days before the Voting Deadline, such claim will be temporarily

² This sentence shall be deleted from the publication version of this Notice.

allowed or disallowed for voting purposes in accordance with the relief sought in the objection; and

- If a claim holder identifies a claim amount on its Ballot that is less than the amount otherwise calculated in accordance with the Tabulation Rules, the claim will be temporarily allowed for voting purposes in the lesser amount identified on such Ballot.

c. The temporary allowance of your claim for voting purposes does not constitute an allowance of your claim for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors in any other context, including the right of the Debtors to contest the amount or validity of any claim or equity interest for purposes of allowance and distribution under the Plan. If you wish to challenge the temporary allowance of your claim for voting purposes, you must file a motion, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Practice and Procedure, for an order temporarily allowing your claim or equity interest in a different amount or classification for purposes of voting to accept or reject the Plan and serve such motion on the Debtors so that it is received by the later of (a) September 29, 2011 and (b) fifteen (15) days after the date of service of a notice of objection, if any, to your claim or equity interest. Unless the Court orders otherwise, your claim or equity interest will not be counted for voting purposes in excess of the amount as determined in accordance with the Tabulation Rules.³

5. Objections, if any, to confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to confirmation of the Plan; and (d) be filed with the Court and served on (i) the Debtors: UBI Liquidating Corp., *et al.*, 100 Metro Way, Secaucus, New Jersey 07094-1906, (Attention: Stephen Feldman); (ii) counsel to the Debtors: Richards, Layton & Finger, One Rodney Square, 920 King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors: Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attention: Lawrence C. Gottlieb, Esq.), and Ballard Spahr Andrews & Ingersoll, LLP, 919 North Market Street, 12th Floor, Wilmington, Delaware 19801-3034 (Attention: Leslie C. Heilman, Esq.); and (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: David Buchbinder, Esq.) so that they are received no later than 4:00 p.m. (Eastern Time) on October 12, 2011.

6. Requests for copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to BMC Group, Inc., Attn: Urban Brands Ballot Processing, P.O. Box 3020, Chanhassen, MN 55317-3020; by sending an e-mail to urbanbrands@bmcgroup.com; or by calling (888) 909-0100. Copies of the Plan and Disclosure Statement may also be viewed on BMC Group, Inc.'s website at www.bmcgroup.com/urbanbrands.

³ In the publication version of this Notice, paragraph 4 will be eliminated or replaced with the following:

4. Pursuant to the Solicitation Procedures Order, the Court approved certain procedures for tabulation of votes to accept or reject the Plan. Holders of claims against the Debtors as of September 7, 2011 (the record date as established in the Solicitation Procedures Order) in a class entitled to vote on the Plan are entitled to receive a ballot for casting a vote on the Plan (a "Ballot"). For votes to accept or reject the Plan to be counted, a claimant must complete all required information on the applicable Ballot, execute the Ballot and return the completed Ballot to the address indicated on the Ballot so that it is received by 5:00 p.m. (Eastern Time) on October 12, 2011.

7. The Confirmation Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

Dated: _____, 2011
Wilmington, Delaware

Respectfully submitted,

Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
L. Katherine Good (No. 5101)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

*Attorneys for the Debtors and
Debtors in Possession*

Exhibit 3

(Unimpaired Notice of Non-Voting Status)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
UBI Liquidating Corp., et al.,¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF UNIMPAIRED NON-VOTING STATUS WITH RESPECT TO
UNIMPAIRED CLASSES DEEMED TO ACCEPT THE PLAN**

TO: Holders of Claims in Class 1 (Bank of America Secured Lender Claims), Class 2 (Other Secured Claims), and Class 3 (Priority Non-Tax Claims)

1. On July 20, 2011, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (the “Plan”) and the *Disclosure Statement for the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (as may be amended from time to time, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On September __, 2011, the Bankruptcy Court entered an order (the “Disclosure Statement Order”) approving the Disclosure Statement and the procedures for the solicitation and tabulation of votes to accept or reject the Plan. Capitalized terms used herein but otherwise not defined shall have the meanings ascribed to them in the Disclosure Statement Order or the Plan, as applicable.

2. Pursuant to the Disclosure Statement Order, you are receiving this Notice of Unimpaired Non-Voting Status because you have been identified as a holder of a Claim in Class 1 (Bank of America Secured Lender Claims), Class 2 (Other Secured Claims), or Class 3 (Priority Non-Tax Claims). In accordance with Article III of the Plan and the Bankruptcy Code, the holder of an Allowed Claim in Class 1 (Bank of America Secured Lender Claims), Class 2 (Other Secured Claims), or Class 3 (Priority Non-Tax Claims) is unimpaired and therefore, pursuant to section 1126(f) of the Bankruptcy Code, is conclusively presumed to accept the Plan and is not entitled to vote on the Plan. If you have any questions about the status of your claim(s), or you want to request a copy of the Plan and Disclosure statement, you should contact BMC Group, Inc., the Debtors’ claims and voting agent (the “Voting Agent”), (i) by first-class mail, at BMC Group, Inc., Attn: Urban Brands Ballot Processing, P.O. Box 3020, Chanhassen, MN 55317-3020; (ii) by messenger or overnight courier at BMC Group, Inc., Attn: Urban Brands Ballot Processing, 18750 Lake Drive East, Chanhassen, MN 55317; or (iii) by telephone at 888-909-0100. Copies of the Plan, the Disclosure Statement and the Disclosure Statement Order are available for viewing by accessing Voting Agent’s website at <http://www.bmcgroup.com/urbanbrands>.

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Exhibit 4

(Impaired Notice of Non-Voting Status)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
UBI Liquidating Corp., <u>et al.</u>,¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	

**NOTICE OF IMPAIRED NON-VOTING STATUS
WITH RESPECT TO CLASS DEEMED TO REJECT THE PLAN**

TO: Holders of Interests in Class 5 (Equity Interests)

1. On July 20, 2011, the above-captioned debtors and debtors in possession (the “Debtors”) filed the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (the “Plan”) and the Disclosure Statement for the Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code (as may be amended from time to time, the “Disclosure Statement”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). On September __ 2011, the Bankruptcy Court entered an order (the “Disclosure Statement Order”) approving the Disclosure Statement and the procedures for the solicitation and tabulation of votes to accept or reject the Plan. Capitalized terms used herein but otherwise not defined shall have the meanings ascribed to them in the Disclosure Statement Order or the Plan, as applicable.

2. Pursuant to the Disclosure Statement Order, you are receiving this Notice of Impaired Non-Voting Status because you have been identified as a holder of an Interest in Class 5 (Equity Interests). In accordance with Article III of the Plan and the Bankruptcy Code, a holder of an Interest in Class 5 (Equity Interests) is not entitled to retain any property on account of its interest and therefore, pursuant to section 1126(g) of the Bankruptcy Code, is conclusively presumed to reject the Plan and is not entitled to vote on the Plan. If you have any questions about the status of your claim(s), or you want to request a copy of the Plan and Disclosure statement, you should contact BMC Group, Inc., the Debtors’ claims and voting agent (the “Voting Agent”), (i) by first-class mail, at BMC Group, Inc., Attn: Urban Brands Ballot Processing, P.O. Box 3020, Chanhassen, MN 55317-3020; (ii) by messenger or overnight courier at BMC Group, Inc., Attn: Urban Brands Ballot Processing, 18750 Lake Drive East, Chanhassen, MN 55317; or (iii) by telephone at 888-909-0100. Copies of the Plan, the Disclosure Statement and the Disclosure Statement Order are available for viewing by accessing Voting Agent’s website at <http://www.bmcgroup.com/urbanbrands>.

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Exhibit B

(Disclosure Statement Hearing Notice)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
UBI Liquidating Corp., et al.,¹	)	Case No. 10-13005 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Objection Deadline: August 24, 2011 at 4:00 p.m.
	)	Hearing Date: September 7, 2011 at 1:30 p.m.

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT FOR
JOINT PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On July 20, 2011, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed: (i) the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Plan”) [Docket No. 1321] and (ii) the *Disclosure Statement for Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code* (as it may be amended, the “Disclosure Statement”) [Docket No. 1322] with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

2. A hearing (the “Disclosure Statement Hearing”) will be held before The Honorable Kevin J. Carey, United States Bankruptcy Judge for the District of Delaware, at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **September 7, 2011 at 1:30 p.m. (Eastern Daylight Time)** to consider the entry of an order finding, among other things, that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the United States Bankruptcy Code and approving the Disclosure Statement.

3. In accordance with Rule 3017(a) of the Federal Rules of Bankruptcy Procedure, requests for copies of the Disclosure Statement and the Plan by parties in interest may be made in writing to BMC Group, Inc., Attn: Urban Brands Ballot Processing, P.O. Box 3020, Chanhassen, MN 55317-

¹ The debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are UBI Liquidating Corp. (3678), 100% Girls Ltd. (4150), 100% Girls of Georgia, Inc. (4159), 100% Girls of New York, Inc. (2149), 100 Percent Girls of New Jersey, Inc. (4167), A.S. Interactive, Inc. (3472), ASL Liquidating Corp. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), ASMCI Liquidating Corp. (4053), ASWL Liquidating Corp. (4152), ASIL 6, Inc. (3996), ASNJ 10, Inc. (4004), Carraizo Alto Apparel Corporation (4651), Church Street Retail, Inc. (5954), Kid Spot Ltd. (2585), Kidspot of Delaware, Inc. (2596), Kidspot of Illinois, Inc. (2606), Kidspot of Michigan, Inc. (2603), Kidspot of New Jersey, Inc. (2601), Kidspot of Ohio, Inc. (4705), Kidspot of Pennsylvania, Inc. (2599), Kidspot of Texas, Inc. (3809), Large Apparel of Alabama, Inc. (0624), Large Apparel of California, Inc. (2129), Large Apparel of Connecticut, Inc. (5161), Large Apparel of District of Columbia, Inc. (8613), Large Apparel of Florida, Inc. (2209), Large Apparel of Georgia, Inc. (3894), Large Apparel of Illinois, Inc. (4650), Large Apparel of Indiana, Inc. (4055), Large Apparel of Louisiana, Inc. (3790), Large Apparel of Maryland, Inc. (5158), Large Apparel of Michigan, Inc. (9420), Large Apparel of Mississippi, Inc. (5913), Large Apparel of Missouri, Inc. (2135), Large Apparel of New Jersey, Inc. (5157), Large Apparel of New York, Inc. (5956), Large Apparel of North Carolina, Inc. (8611), Large Apparel of Ohio, Inc. (3815), Large Apparel of Pennsylvania, Inc. (4057), Large Apparel of South Carolina, Inc. (2029), Large Apparel of Tennessee, Inc. (3895), Large Apparel of Texas, Inc. (3787), Large Apparel of Virginia, Inc. (2809), Large Apparel of Wisconsin, Inc. (3898), Marianne Ltd. (3940), Marianne USPR, Inc. (2193), Marianne VI, Inc. (2206), Metro Apparel of Kentucky, Inc. (7533), Metro Apparel of Massachusetts, Inc. (1367), The Essence of Body & Soul, Ltd. (4165), UACONJI Liquidating Corp. (2976), UACONYI Liquidating Corp. (4103), and UBTHC Liquidating Corp. (5909). The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

3020 (electronic mail: urbanbrands@bmcgroup.com; facsimile number: 310-616-5195). In addition, copies of the Plan and Disclosure Statement are available for review on the website of the Debtors' voting agent, BMC Group, Inc., at www.bmcgroup.com/urbanbrands.

4. Responses and objections, if any, to the approval of the Disclosure Statement or the other relief sought by the Debtors in connection with approval of the Disclosure Statement, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be inserted in the Disclosure Statement to resolve any such objection or response; and (d) be filed, together with proof of service, with the Bankruptcy Court and served so as to be actually received on or before 4:00 p.m. (Eastern Daylight Time) on August 24, 2011 by: (i) the Debtors: UBI Liquidating Corp., *et al.*, 100 Metro Way, Secaucus, New Jersey 07094-1906, (Attention: Stephen Feldman); (ii) counsel to the Debtors: Richards, Layton & Finger, One Rodney Square, 920 King Street, Wilmington, Delaware 19801 (Attention: Mark D. Collins, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors: Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attention: Lawrence C. Gottlieb, Esq.), and Ballard Spahr Andrews & Ingersoll, LLP, 919 North Market Street, 12th Floor, Wilmington, Delaware 19801-3034 (Attention: Leslie C. Heilman, Esq.); and (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attention: David Buchbinder, Esq.).

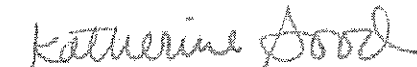
5. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of claims against and equity interests in the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

6. **THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.**

7. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing or on the notice of agenda for the Disclosure Statement Hearing or any continued hearing.

Dated: July 27, 2011
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Paul N. Heath (No. 3704)
L. Katherine Good (No. 5101)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Attorneys for the Debtors and Debtors in Possession