

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

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|---|---|---|
| In re:  | : | Chapter 11  |
|   | : |   |
|   | : | Case No. 10-13005 (KJC)                             |
| UBI Liquidating Corp., <i>et al.</i> , <sup>1</sup> | : | Jointly Administered                                |
|   | : |   |
| Debtors.  | : | <b>Objection Deadline: May 2, 2011 at 4:00 p.m.</b> |
|   | : | <b>Hearing Date: June 28, 2011 at 3:30 p.m.</b>     |

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**SECOND INTERIM FEE APPLICATION OF COOLEY LLP, COUNSEL FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM  
DECEMBER 1, 2010 THROUGH FEBRUARY 28, 2011**

|   |   |
|---|---|
| Name of Applicant:  | <u>Cooley LLP</u>   |
| Authorized to Provide<br>Professional Services to:                    | <u>The Official Committee of Unsecured<br/>Creditors</u>              |
| Date of Retention:  | <u>November 12, 2010, <i>nunc pro tunc</i><br/>to October 1, 2010</u> |
| Period for which compensation<br>and reimbursement are sought:        | <u>December 1, 2010 through February 28, 2011</u>                     |
| Amount of Compensation sought<br>as actual, reasonable and necessary: | <u>\$67,611.50</u>  |

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<sup>1</sup> 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.

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary: \$431.65

This is a(n):  Interim  Final Fee Application

The total time expended for fee application preparation is approximately 1.0 hours and  
the corresponding compensation requested is \$550.00.

Summary of Fee Applications for Compensation Period:

| Interim Fee Application Period, Date Filed & Docket No.  | Total Fees Requested | Total Expenses Requested | CNO Filing Date, Docket No. | Amount of Fees Paid or to be Paid (80%) | Amount of Expenses Paid or to be Paid (100%) | Amount of Holdback Fees Sought (20%) |
|--|----------------------|--------------------------|-----------------------------|---|--|--------------------------------------|
| 12/1/10- 12/31/10<br>2/9/2011<br>824                     | \$16,270.00          | \$1.77                   | 3/3/2011<br>1080            | \$13,016.00                             | \$1.77                                       | \$3,254.00                           |
| 1/1/11-1/31/11<br>3/3/2011<br>1078                       | \$23,975.50          | \$316.36                 | 3/31/2011<br>1190           | \$19,180.40                             | \$316.36                                     | \$4,795.10                           |
| 2/1/11-2/28/11<br>To Be filed contemporaneously herewith | \$27,366.00          | \$113.52                 | To Be Filed                 | \$21,892.80                             | \$113.52                                     | \$5,473.20                           |
| <b>TOTAL</b>   | <b>\$67,611.50</b>   | <b>\$431.65</b>          |                             | <b>\$54,089.20</b>                      | <b>\$431.65</b>                              | <b>\$13,522.30</b>                   |

Summary of Any Objection to Fee Applications: No objections received to date.

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TO THE HONORABLE KEVIN J. CAREY,  
UNITED STATES BANKRUPTCY JUDGE:

Cooley LLP (“Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of UBI Liquidating Corp., et al. (the “Debtors”), in the above-captioned chapter 11 cases, hereby submits its second interim fee application (the “Application”) for allowance of compensation and reimbursement of expenses pursuant to §§ 330 and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) for legal services performed during the period commencing December 1, 2010 through and including February 28, 2011 (the “Application Period”). In support thereof, Applicant respectfully represents as follows:

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<sup>1</sup> 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.

## RELIEF REQUESTED

1. By this Application, Applicant seeks interim approval and allowance of its compensation for legal services rendered and reimbursement of expenses incurred during the Application Period, including authorization for the Debtors to pay the 20% holdback of fees as required under the *Order Granting Motion of the Debtors for an Administrative Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (D.I. 192).

2. Applicant has filed and served monthly fee applications for the months of December 2010 and January and February 2011 (collectively, the “Monthly Fee Applications”) during the Application Period. Each of the Monthly Fee Applications is incorporated by reference as if fully set forth herein.<sup>2</sup>

3. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of the Applicant attorneys rendering services to the Committee is attached as the cover sheet to each of the Monthly Fee Applications. A copy of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *United States Trustee’s Guidelines For Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* (the “Guidelines”), is attached to each of the Monthly Fee Applications as Exhibit “A.”

4. A statement of expenses incurred by Applicant during the Application Period is attached to each of the Monthly Fee Applications as part of the cover sheet. All time entries and

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<sup>2</sup> Copies of the Monthly Fee Applications may be obtained by written request to the undersigned counsel.

requested expenses are in compliance with Rule No. 2016-2 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “Local Rules”).<sup>3</sup>

### **COMPENSATION REQUESTED**

5. Applicant seeks interim allowance of fees in the amount of **\$67,611.50** for legal services rendered on behalf of the Committee. In addition, Applicant requests that the Debtors be authorized to pay **\$13,522.30** in fees representing the twenty percent (20%) “holdback”.

### **EXPENSES**

6. Annexed as part of the cover sheet to the Monthly Fee Applications is a list of the necessary and actual disbursements incurred during the Application Period in connection with the work performed by Applicant during the Application Period. The list is derived from the information found at the end of the Case Administration project category in Exhibit “B” to the Monthly Fee Applications. These records indicate that Applicant has advanced and will have advanced, during the Application Period, the sum of **\$431.65** in necessary and actual out-of-pocket expenses, including expenses incurred by individual Committee members. In connection with said expenses, it should be noted that Applicant charges \$1.00 per page for outgoing telefacsimilies with no charge for incoming telefacsimilies, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtors or the Committee or when Applicant’s personnel would work on this case through a normal meal period.

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<sup>3</sup> Applicant has also attempted to ensure that this Application complies with the Guidelines. To the extent that the Guidelines conflict with Local Rules, in particular, Local Rule 2016-2, Applicant has chosen to comply with such Local Rule. Applicant will supplement this Application with additional detail or information upon request.

**NOTICE, PRIOR APPLICATION AND CERTIFICATION**

7. Notice of this Application has been provided to (i) Debtors, (ii) Debtors' counsel, and (iii) the U.S. Trustee. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be given.

8. No previous application for the relief sought herein has been made to this or any other court.

9. Applicant has reviewed the requirements of the Local Rules and this Application complies with those rules.

**WHEREFORE**, Applicant hereby respectfully requests (i) interim allowance of compensation for Applicant's duly authorized, necessary and valuable service to the Committee during the Application Period in the aggregate amount of **\$67,611.50** and (ii) reimbursement to Applicant for actual and necessary expenses incurred during the Application Period in connection with the aforesaid services in the aggregate amount of **\$431.65**.

Dated: April 6, 2011  
New York, NY

**COOLEY LLP**

/s/ Lawrence C. Gottlieb  
Lawrence C. Gottlieb (LG 2565)

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Counsel for the Official Committee of  
Unsecured Creditors of Gottschalks Inc.