

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

|   |   |   |
|---|---|---|
| <b>In re:</b>                                     | ) | <b>Chapter 11</b>   |
|   | ) |   |
| <b>UBI Liquidating Corp., et al.,<sup>1</sup></b> | ) | <b>Case No. 10-13005 (KJC)</b>                              |
|   | ) |   |
|   | ) | <b>Jointly Administered</b>                                 |
| <b>Debtors.</b>                                   | ) |   |
|   | ) | <b>Hearing Date: TBD</b>                                    |
|   | ) | <b>Objection Deadline: July 20, 2011 at 4:00 p.m. (EDT)</b> |

**NOTICE OF THIRD INTERIM FEE APPLICATION**

|   |   |
|---|---|
| Name of Applicant:  | <u>Richards, Layton &amp; Finger, P.A.</u>                          |
| Authorized to Provide Professional Services to:                     | <u>the above-captioned debtors and debtors in possession</u>        |
| Date of Retention:  | <u>October 13, 2010, <i>nunc pro tunc</i> to September 21, 2010</u> |
| Period for which compensation and reimbursement are sought:         | <u>March 1, 2011 through May 31, 2011</u>                           |
| Amount of Compensation sought as actual, reasonable, and necessary: | <u>\$ 121,813.00</u>  |

<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:

\$ 4,144.57 \_\_\_\_\_

This is a(n):  X  interim \_\_\_\_\_ final application

Summary of Fee Applications for Compensation Period:

| Date Filed<br>Docket No.               | Period Covered   | Requested           |                   | Approved  |  | Holdback<br>Fees<br>Requested |
|--|------------------|---------------------|-------------------|---|--|-------------------------------|
|  |                  | Fees                | Expenses          | Fees<br>(80%)                                     | Expenses<br>(100%)                               | Fees<br>(20%)                 |
| Date Filed: 4/29/11<br>Docket No. 1219 | 3/1/11 - 3/31/11 | \$78,583.00         | \$2,190.58        | \$62,866.40                                       | \$2,190.58                                       | \$15,716.60                   |
| Date Filed: 5/27/11<br>Docket No. 1254 | 4/1/11 - 4/30/11 | \$20,584.00         | \$745.09          | \$16,467.20                                       | \$745.09   | \$4,116.80                    |
| Date Filed: 6/16/11<br>Docket No. 1281 | 5/1/11 - 5/31/11 | \$22,646.00         | \$1,208.90        | Pending Obj.<br>Deadline<br>7/6/11<br>\$18,116.80 | Pending Obj.<br>Deadline<br>7/6/11<br>\$1,208.90 | \$4,529.20                    |
| <b>TOTALS:</b>                         |                  | <b>\$121,813.00</b> | <b>\$4,144.57</b> | <b>\$97,450.40</b>                                | <b>\$4,144.57</b>                                | <b>\$24,362.60</b>            |

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

PLEASE TAKE NOTICE that, pursuant to the Court’s **Order Granting Motion of the Debtors and Debtors In Possession for an Administrative Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated, dated October 13, 2010** [Docket No. 192] (the “Interim Compensation Order”), objections, if any, to the Interim Fee Application must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties (as such term is defined in the Interim Compensation Order) so as to be received by **July 20, 2011 at 4:00 p.m. (Eastern Daylight Time)**. If no timely objections are filed to the Interim Fee Application, the Court may enter an order granting the Interim Fee Application without a hearing.

Dated: June 30, 2011  
Wilmington, Delaware

Respectfully submitted,



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