

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 (i.e. holders of Claims voting to accept the Plan) 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. Pursuant to Section 1141(d)(3) of the Bankruptcy Code, confirmation of this Plan will not discharge the Debtors; provided, however, upon confirmation of the Plan, the occurrence of the Effective Date, and Distributions hereunder, Claimants may not seek payment or recourse against or otherwise be entitled to any Distribution from the Liquidating Trust Assets except as expressly provided in this Plan and the Liquidating Trust Agreement.
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, from:
 - (a) commencing or continuing in any manner any action or other proceeding of any kind against any of the Debtors' Estates, 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's Estate, 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's Estate, 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's Estate, 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 Entities are permanently enjoined from commencing or continuing in any manner against the Debtors, their Estates, 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., <u>et al.</u>,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 thirty (30) 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., et al.,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.