

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

In re: URBAN BRANDS, INC., et al.,¹ Debtors.	Chapter 11 Case No. 10-13005 (KJC) Jointly Administered Objections Due: October 4, 2010 at 4:00 p.m. Hearing Date: October 4, 2010 at 4:00 p.m.
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**LIMITED OBJECTION OF KIMCO BATON ROUGE 1183, LLC
AND KIR AUGUSTA II, L.P. TO DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§
105(A), 363, AND 365, AND BANKRUPTCY RULES 2002, 6004, AND 6006 FOR (I)
ENTRY OF AN ORDER (A) ESTABLISHING BIDDING AND AUCTION
PROCEDURES RELATED TO THE SALE OF SUBSTANTIALLY ALL OF THE
DEBTORS' ASSETS; (B) APPROVING RELATED BID PROTECTIONS; (C)
SCHEDULING AN AUCTION AND SALE HEARING; (D) ESTABLISHING CERTAIN
NOTICE PROCEDURES FOR DETERMINING CURE AMOUNTS FOR EXECUTORY
CONTRACTS AND LEASES TO BE ASSIGNED; AND (E) GRANTING CERTAIN
RELATED RELIEF; AND (II) ENTRY OF AN ORDER (A) APPROVING THE SALE OF
SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL
LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS; (B) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES; (C) ESTABLISHING ASSUMPTION AND REJECTION
PROCEDURES FOR CERTAIN ADDITIONAL EXECUTORY CONTRACTS AND
UNEXPIRED LEASES; (D) APPROVING GUIDELINES FOR CONDUCTING STORE**

¹ The Debtors in these cases, along with the last four digits of the federal tax identification number for each of the Debtors, are Urban Brands, Inc. (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), Ashley Stewart Ltd. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), Ashley Stewart Management Co., Inc. (4053), Ashley Stewart Woman Ltd. (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), Urban Acquisition Corporation of New Jersey, Inc. (2976), Urban Acquisition Corporation of New York, Inc. (4103), and Urban Brands TM Holding Co. (5909). The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

**CLOSING SALES; (E) APPROVING AGENCY AGREEMENT; AND (F) EXTENDING
THE DEADLINE TO ASSUME OR REJECT UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY PURSUANT TO 11 U.S.C. § 365(D)(4)
[RELATED TO DOCKET NOS. 34, 52 AND 61]**

Kimco Baton Rouge 1183, LLC and KIR Augusta II, L.P. (collectively, “Landlords”) by and through the undersigned counsel, file this Limited Objection and in furtherance thereof state as follows:

1. Debtors filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code on September 21, 2010 and continue to operate their businesses.
2. Debtors filed a Sale Motion which proposes a stalking horse bidder and provides a sale process on September 22, 2010.
3. Debtors lease nonresidential real property from Landlords in shopping centers as that term is used in 11 U.S.C. § 365(b)(3) (See In re Joshua Slocum, Ltd., 922 F.3d 1981 (3d Cir 1990)) (the “Lease”) as follows:

**Baton Rouge, LA – Kimco Baton Rouge 1183, LLC
Augusta, GA – KIR August II, L.P.**

4. Any sale or assignment of the Lease itself must be subject to reasonable restrictions involving notice of intent to assign and providing all adequate assurance information to Landlords with sufficient time for the Landlords to object should the Landlords believe that the proposed assignee does not meet the requirements of section 365 of the Bankruptcy Code.
5. Any sale free and clear must not include a waiver of obligations of the Debtors (or the assignees) for unbilled taxes, CAM reconciliations or any other Lease adjustments that have accrued or which accrue post-petition.
6. Any Lease assignment must comply with all Lease terms.
7. Landlords join in the Objections of other landlords to the extent that they are not inconsistent with this Limited Objection.

8. Landlords reserve the right to make additional objections as are just and proper.

Dated: October 4, 2010

**MONZACK MERSKY McLAUGHLIN
AND BROWDER, P.A.**

/s/ Rachel B. Mersky _____

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KIR Augusta II, L.P.**