IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
	:	Case No. 10-13005 (KJC)
UBI Liquidating Corp., *et al.*,[1]	:	Jointly Administered
	:	
Debtors.	:	**Objection Deadline: December 12, 2011 at 4:00 p.m.**
	:	

THIRTEENTH MONTHLY APPLICATION OF LOUGHLIN MEGHJI + COMPANY, FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM OCTOBER 1, 2011 THROUGH OCTOBER 31, 2011

Name of Applicant:	Loughlin Meghji + Company
Authorized to provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	November 12, 2010, *nunc pro tunc* to October 5, 2010
Period for which Compensation and Reimbursement is sought:	October 1, 2011 through October 31, 2011
Amount of Compensation sought as actual, reasonable and necessary:	$2,301.00

[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), Kidpsot 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.

80% of Compensation sought
as actual, reasonable and necessary: $1,840.80

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: $0.00

This is an interim monthly application.

Prior Monthly Applications:

		Requested		**Approved**	
Date Filed	Period Covered	Fees	Expenses	Fees (80%)	Expenses
11/20/10	10/5/10 through 10/31/10	$168,507.50	$2,495.33	$134,806.00	$2,495.33
12/20/10	11/1/10 through 11/30/10	$57,106.50	$0.00	$45,685.20	$0.00
1/20/11	12/1/10 through 12/1/10	$63,373.50	$517.10	$50,698.80	$517.10
3/3/11	1/1/11 through 1/31/11	$104,982.25	$322.45	$53,9308.25	$322.45
3/21/11	2/1/11 through 2/28/11	$59,413.75	$0.00	$47,531.00	$0.00
4/27/11	3/1/11 through 3/31/11	$59,690.75	$53.96	$47,752.60	$53.96
5/27/11	4/1/11 through 4/30/11	$45,482.50	$56.33	$36,386.00	$56.33
6/30/11	5/1/11 through 5/31/11	$62,107.50	$0.00	$49,686.00	$0.00
7/26/11	6/1/11 through 6/30/11	$39,986.00	$190.71	$31,988.80	$190.71
8/23/11	7/1/11 through 7/31/11	$15,270.50	$0.00	$12,216.40	$0.00
9/26/11	8/1/11 through 8/31/11	$9,349.50	$0.00	$7,479.60	$0.00
10/31/11	9/1/11 through 9/30/11	$1,517.00	$0.00	$1,213.60 *Pending*	$0.00 *Pending*

Appendix A

Urban Brands, Inc.
TIME RECORDS BY PROFESSIONAL
Period from: 10/1/11 to 10/31/11

Professional	Position	Hourly Rate	Hours	Fees
Simon, K	Managing Director	$ 695	1.20	$ 834.00
O'Brien, D	Consultant	$ 550	2.10	$ 1,155.00
Jutakeo, J	Analyst	$ 300	1.04	$ 312.00
Total			4.34	$ 2,301.00
Less: 20% of Fees				$ (460.20)
Reimbursable Expenses				$ -
Total Fees Requested				$ 1,840.80

Appendix B

Urban Brands, Inc.
TIME RECORDS BY SERVICES RENDERED
Period from: 10/1/11 to 10/31/11

Project Code	Description	KS Hours Worked	DO Hours Worked	JJ Hours Worked	Total Hours Worked	% of Hours Worked	Amount
1	Planning, Supervision, Administration and Review	-	1.10	-	1.10	25.3%	$ 605.00
2	Preparation of Retention Documents	-	-	-	-	0.0%	$ -
3	Review Newly Received Documents	-	-	-	-	0.0%	$ -
4	General Communications with various professionals, creditors, etc.	0.30	-	-	0.30	6.9%	$ 208.50
5	Preparation and Review of Information Requests and Related Matters	-	-	-	-	0.0%	$ -
6	Valuation and Related Matters	-	-	-	-	0.0%	$ -
7	Review Proposals from Liquidators and Related Store Closing Matters	-	-	-	-	0.0%	$ -
8	Liquidation Analysis and Related Matters	-	-	-	-	0.0%	$ -
9	Analysis Regarding Potential Avoidance Actions	-	-	-	-	0.0%	$ -
10	Analysis of Long-Term Business Plan and Related Matters	-	-	-	-	0.0%	$ -
11	Analysis of Current Operating Results and Related Matters	-	0.30	-	0.30	6.9%	$ 165.00
12	Analysis of Weekly/Monthly Flash Reports	0.90	-	-	0.90	20.7%	$ 625.50
13	Analysis of Bankruptcy Schedules	-	-	-	-	0.0%	$ -
14	Analysis of Tax Returns and Schedules	-	-	-	-	0.0%	$ -
15	Analysis of Related Party Transactions	-	-	-	-	0.0%	$ -
16	Prepare for and Attend Court Hearings	-	-	-	-	0.0%	$ -
17	Analysis of Reclamation Claims	-	-	-	-	0.0%	$ -
18	Analysis and Reconciliation of Filed Claims	-	-	-	-	0.0%	$ -
19	Analyze Intercompany Claims	-	-	-	-	0.0%	$ -
20	Analysis of Other Claims	-	-	-	-	0.0%	$ -
21	Analysis of Liabilities Subject to Compromise	-	-	-	-	0.0%	$ -
22	Preparation/Participation in Meetings and Conference Calls with Debtor and Company Personnel	-	-	-	-	0.0%	$ -
23	Preparation/Participation in Creditor Committee Meetings and Conference Calls	-	-	-	-	0.0%	$ -
24	Meetings with Other Parties	-	-	-	-	0.0%	$ -
25	Analyze Employee Severance, Pension, Retention and Bonus Program	-	-	-	-	0.0%	$ -
26	Analyze Employment Contract Matters	-	-	-	-	0.0%	$ -
27	Analyze Real Property	-	-	-	-	0.0%	$ -
28	Analyze Motions to Assume/Reject Property Leases	-	-	-	-	0.0%	$ -
29	Analyze DIP Facility Matters	-	-	-	-	0.0%	$ -
30	Analyze Other Financing Matters	-	-	-	-	0.0%	$ -
31	Analyze Exit Financing Matters	-	-	-	-	0.0%	$ -
32	Other Litigation Matters	-	-	-	-	0.0%	$ -
33	Participate in Negotiation and Formulation of Plan of Reorganization	-	-	-	-	0.0%	$ -
34	Review Disclosure Statement	-	-	-	-	0.0%	$ -
35	Participate at Plan Confirmation and Disclosure Statement Hearings	-	-	-	-	0.0%	$ -
36	Firm Retention	-	-	-	-	0.0%	$ -
37	Preparation of Fee/Expense Applications and Monthly Statements	-	0.70	1.04	1.74	40.1%	$ 697.00
38	Analyze Asset Sale Proposals	-	-	-	-	0.0%	$ -
39	Non-Working Travel Time	-	-	-	-	0.0%	$ -
40	Analyze Proposed M&A Transactions Including Due Diligence	-	-	-	-	0.0%	$ -
41	Analysis and Preparation of Short-Term Cash Flow Projections	-	-	-	-	0.0%	$ -
Total		**1.20**	**2.10**	**1.04**	**4.34**	100.0%	**$ 2,301.00**

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In re:	:	
	:	Case No. 10-13005 (KJC)
UBI Liquidating Corp., *et al.*,[2]	:	Jointly Administered
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Debtors.	:	**Objection Deadline: December 12, 2011 at 4:00 p.m.**
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THIRTEENTH MONTHLY APPLICATION OF LOUGHLIN MEGHJI + COMPANY, FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM OCTOBER 1, 2011 THROUGH OCTOBER 31, 2011

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

Loughlin Meghji + Company ("LM+Co" or "Applicant"), financial advisor to the Official Committee of Unsecured Creditors (the "Committee") of Urban Brands, Inc., (the "Debtor"), in the above-captioned chapter 11 case, respectively represents:

INTRODUCTION

1. This is Applicant's thirteenth monthly application (the "Application") for allowance of compensation and reimbursement of expenses pursuant to § 331 of chapter 11 of title 11 of the

[2] 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), Kidpsot 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.

United States Code (the "Bankruptcy Code"), the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") and the Order Granting Motion of the Debtors For an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, entered on October 13, 2010 (the "Interim Compensation Order") [D.I. 192].

2. This Application seeks an interim allowance of compensation for financial advisory services rendered by Applicant in the total amount of $2,301.00 for the period from October 1, 2011 through October 31, 2011 (the "Compensation Period"), all as more fully set forth below. Pursuant to the Interim Compensation Order, if no objections are filed to this Application, the Debtor is authorized to pay Applicant 80% of its fees and 100% of its expenses, in the amount of **$1,840.80**. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Interim Compensation Order.

BACKGROUND

3. On September 21, 2010 (the "Commencement Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues in the management and operation of their businesses and properties as debtors in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed.

4. On or about October 1, 2010, the Committee was appointed in this case by the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee"), consisting of the following seven members: (i) Angel Made in Heaven, Inc.; (ii) Natural Collection Corp.; (iii) Signsource, Inc.; (iv) Rosenthal & Rosenthal, Inc.; (v) GGP Limited Partnership; (vi) Simon Property Group, Inc; and (vii) International Inspirations, Ltd. On that same day, the Committee

met and decided that it would employ Cooley LLP as its lead counsel and Ballard Spahr LLP as its Delaware counsel, *nunc pro tunc* to October 1, 2010. On October 5, 2010, the Committee selected LM+Co as its financial advisor, *nunc pro tunc* to that day.

LM+Co RETENTION

5. On October 21, 2010, the Committee filed the *Application of the Official Committee of Unsecured Creditors for Authority to Retain Loughlin Meghji + Company as its Financial Advisor Nunc Pro Tunc to October 5, 2010.* The Committee has selected LM+Co because we have the required qualifications and skill sets and also have extensive experience in representing Unsecured Creditors' Committees in retail bankruptcy cases.

6. On November 12, 2010, the Court entered an order (the "Retention Order") authorizing the Committee to employ LM+Co as their Financial Advisors effective as of October 5, 2010, pursuant to the terms of the Engagement Letter.

PREVIOUS MONTHLY FEE STATEMENTS

7. Pursuant to the Interim Compensation Order, Applicant is required to file monthly fee applications with this Court. If no objections are filed to this Application, the Debtors are authorized to pay Applicant 80% of its fees and 100% of its expenses. This is Applicant's thirteenth monthly fee application in this case.

JURISDICTION AND STATUTORY PREDICATES

8. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

SERVICES RENDERED DURING PRESENT COMPENSATION PERIOD OF OCTOBER 1 THROUGH OCTOBER 31, 2011

9. In rendering services during the Compensation Period, LM+Co has expended a total of 4.34 hours. An overall billing summary annexed as **Appendix "A"** to the cover page sets forth the total hours incurred by each professional. In addition, an overall summary of hours charged by service code is annexed to the cover page as **Appendix "B".**

10. LM+Co has presented the services rendered by service code identifying the activities within the category, naming each person, and a description of the work performed in tenth-hour detailed statements of services, as annexed hereto as **Attachment "A"**.

11. To apprise this Court of the financial advisory services rendered during the Compensation Period, Applicant sets forth the following summary of financial advisory services rendered. However, the summary is intended only to highlight the general categories of services performed by Applicant on behalf of the Committee. It is not intended to set forth each and every item of professional services which Applicant performed.

a. Liquidation Analysis and Related Matters

b. Review Newly Received Documents

c. Preparation/Participation in Meetings and Conference Calls with Debtor and Company Personnel

d. General Communications with Unsecured Creditors

e. Analysis of Other Claims

f. Analysis of Liabilities Subject to Compromise

g. Planning, Supervision, Administration and Review

h. Preparation of Fee/Expense Applications and Monthly Statements

i. Analysis of Reclamation Claims

j. Analysis and Reconciliation of Filed Claims

MATTERS PERTAINING TO APPLICANT

12. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtor's chapter 11 case in furtherance of Applicant's professional responsibilities as financial advisors for the Committee.

13. During the Compensation Period, the Managing Director, Consultant and Analyst of Applicant devoted substantial time, 4.34 hours, in rendering professional services to the Committee, all of which time was reasonable and necessary.

14. Applicant, by experience, training and ability, is fully qualified to perform the services for which compensation is sought here. Applicant represents or holds no interest adverse to the Committee with respect to the matters upon which it is engaged.

15. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these chapter 11 cases.

NOTICE, PRIOR APPLICATION AND CERTIFICATION

16. Notice of this Application has been provided to (i) the 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.

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

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

WHEREFORE, LM+Co respectfully requests that an interim allowance be made to it in the sum of $2,301.00 for necessary professional services rendered to the Committee, as well as expenses incurred, and that **$1,840.80**, representing 80% of fees and 100% of expenses, be authorized for payment pursuant to the Administrative order and for such other and further relieve as this Court may deem just and proper.

Dated: New York, NY
November 21, 2011

Loughlin Meghji + Company
220 West 42nd Street, 9th Floor
New York, NY 10036
Telephone (212) 340-8420
Kenneth A. Simon

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Kenneth A. Simon

Financial Advisor for the
Official Committee of Unsecured Creditors