

**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
)	Objection Deadline: February 1, 2012 at 4:00 p.m. (EST)
)	Hearing Date: February 14, 2012 at 1:00 p.m. (EST)

NOTICE OF FOURTEENTH MONTHLY AND FINAL FEE APPLICATION

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (the "Applicant") has today filed the attached **Fourteenth Monthly and Final Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from September 21, 2010 Through December 1, 2011** (the "Application") with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the "Bankruptcy Court").

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 TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with 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* [Docket No. 192] (the “Administrative Order”) and must be filed with the Clerk of the Bankruptcy Court, and be served upon and received by (i) the Debtors, c/o Urban Brands, Inc., 100 Metro Way, Secaucus, New Jersey 07094 (Attn: Stephen A. Feldman); (ii) counsel to the Debtors, Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Mark D. Collins, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors, Cooley LLP, The Grace Building, 1114 Avenue of the Americas, New York, New York 10036, (Attn: Lawrence C. Gottlieb, Esq., Cathy R. Hershcopf, Esq. and Michael A. Klein, Esq.) and Ballard Spahr LLP 919 North Market Street, 11th Floor, Wilmington, Delaware 19801 (Attn: Tobey M. Daluz, Esq. and Leslie C. Heilman, Esq.); and (iv) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David Buchbinder, Esq.) (collectively, the “Notice Parties”) by no later than **4:00 p.m. (Eastern Standard Time) on February 1, 2012.**

PLEASE TAKE FURTHER NOTICE that a hearing on the Application (the “Final Fee Hearing”) will be held before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **February 14, 2012 at 1:00 p.m. (Eastern Standard Time).** Only those objections or responses made in writing and timely filed, served and received will be considered by the Bankruptcy Court at the Final Fee Hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Administrative Order, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the monthly portion of the Application or (ii) 80 percent of the fees and 100 percent of the expenses requested in the monthly portion of the Application not subject to a timely-filed objection without the need for further order of the Bankruptcy Court.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: January 12, 2012
Wilmington, Delaware

Respectfully submitted,



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