

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

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| In re: |) | Chapter 11 |
| UBI Liquidating Corp., et al.,¹ |) | Case No. 10-13005 (KJC) |
| Debtors. |) | Jointly Administered |
| |) | Re: Docket No. <u>1595, 1601</u> |
| In re: |) | Chapter 11 |
| 100% Girls Ltd., |) | Case No. 10-13022 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3614150 |) | |
| In re: |) | Chapter 11 |
| 100% Girls of Georgia, Inc., |) | Case No. 10-13009 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3614159 |) | |

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.

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| In re: |) | Chapter 11 |
| 100% Girls of New York, Inc., |) | Case No. 10-13012 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3572149 |) | |
| In re: |) | Chapter 11 |
| 100 Percent Girls of New Jersey, Inc., |) | Case No. 10-13034 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3614167 |) | |
| In re: |) | Chapter 11 |
| A.S. Interactive, Inc., |) | Case No. 10-13015 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 26-1793472 |) | |
| In re: |) | Chapter 11 |
| ASL Liquidating Corp., |) | Case No. 10-13027 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 13-3614541 |) | |
| In re: |) | Chapter 11 |
| Ashley Stewart Apparel Corporation, |) | Case No. 10-13057 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3494049 |) | |

In re:) **Chapter 11**
)
Ashley Stewart Clothing Company,) **Case No. 10-13016 (KJC)**
Inc.,)
)
 Debtor.)
)
TAX I.D. No. 22-3494051)

In re:) **Chapter 11**
)
ASMCI Liquidating Corp.,) **Case No. 10-13006 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3494053)

In re:) **Chapter 11**
)
ASWL Liquidating Corp.,) **Case No. 10-13021 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3614152)

In re:) **Chapter 11**
)
ASIL 6, Inc.,) **Case No. 10-13004 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3493996)

In re:) **Chapter 11**
)
ASNJ 10, Inc.,) **Case No. 10-13056 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3494004)

In re:
Carraizo Alto Apparel Corporation,
Debtor.
TAX I.D. No. 22-2234651

) **Chapter 11**
)
) **Case No. 10-13007 (KJC)**
)
)
)

In re:
Church Street Retail, Inc.,
Debtor.
TAX I.D. No. 13-3665954

) **Chapter 11**
)
) **Case No. 10-13040 (KJC)**
)
)
)

In re:
Kid Spot Ltd.,
Debtor.
TAX I.D. No. 22-3612585

) **Chapter 11**
)
) **Case No. 10-13024 (KJC)**
)
)
)

In re:
Kidspot of Delaware, Inc.,
Debtor.
TAX I.D. No. 22-3612596

) **Chapter 11**
)
) **Case No. 10-13008 (KJC)**
)
)
)

In re:
Kidspot of Illinois, Inc.,
Debtor.
TAX I.D. No. 22-3612606

) **Chapter 11**
)
) **Case No. 10-13033 (KJC)**
)
)
)

In re:) **Chapter 11**
)
Kidspot of Michigan, Inc.,) **Case No. 10-13053 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3612603)

In re:) **Chapter 11**
)
Kidspot of New Jersey, Inc.,) **Case No. 10-13020 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3612601)

In re:) **Chapter 11**
)
Kidspot of Ohio, Inc.,) **Case No. 10-13051 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3664705)

In re:) **Chapter 11**
)
Kidspot of Pennsylvania, Inc.,) **Case No. 10-13028 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3612599)

In re:) **Chapter 11**
)
Kidspot of Texas, Inc.,) **Case No. 10-13047 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3623809)

In re:) **Chapter 11**
)
Large Apparel of Alabama, Inc.,) **Case No. 10-13031 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3760624)

In re:) **Chapter 11**
)
Large Apparel of California, Inc.,) **Case No. 10-13032 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3592129)

In re:) **Chapter 11**
)
Large Apparel of Connecticut, Inc.,) **Case No. 10-13035 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 13-3695161)

In re:) **Chapter 11**
)
Large Apparel of District of Columbia,) **Case No. 10-13011 (KJC)**
Inc.,)
)
 Debtor.)
)
TAX I.D. No. 22-3528613)

In re:) **Chapter 11**
)
Large Apparel of Florida, Inc.,) **Case No. 10-13026 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3622209)

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|-----------------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| Large Apparel of Georgia, Inc., |) | Case No. 10-13038 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3523894 |) | |
| In re: |) | Chapter 11 |
| Large Apparel of Illinois, Inc., |) | Case No. 10-13017 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 13-3774650 |) | |
| In re: |) | Chapter 11 |
| Large Apparel of Indiana, Inc., |) | Case No. 10-13019 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3494055 |) | |
| In re: |) | Chapter 11 |
| Large Apparel of Louisiana, Inc., |) | Case No. 10-13014 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3623790 |) | |
| In re: |) | Chapter 11 |
| Large Apparel of Maryland, Inc., |) | Case No. 10-13018 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 13-3695158 |) | |

In re:) **Chapter 11**
)
Large Apparel of Michigan, Inc.,) **Case No. 10-13013 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 13-3819420)

In re:) **Chapter 11**
)
Large Apparel of Mississippi, Inc.,) **Case No. 10-13023 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3735913)

In re:) **Chapter 11**
)
Large Apparel of Missouri, Inc.,) **Case No. 10-13042 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3592135)

In re:) **Chapter 11**
)
Large Apparel of New Jersey, Inc.,) **Case No. 10-13041 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 13-3695157)

In re:) **Chapter 11**
)
Large Apparel of New York, Inc.,) **Case No. 10-13049 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 13-3665956)

In re:) **Chapter 11**
)
Large Apparel of North Carolina, Inc.,) **Case No. 10-13029 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3528611)

In re:) **Chapter 11**
)
Large Apparel of Ohio, Inc.,) **Case No. 10-13036 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3503815)

In re:) **Chapter 11**
)
Large Apparel of Pennsylvania, Inc.,) **Case No. 10-13044 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3494057)

In re:) **Chapter 11**
)
Large Apparel of South Carolina, Inc.,) **Case No. 10-13037 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 27-0002029)

In re:) **Chapter 11**
)
Large Apparel of Tennessee, Inc.,) **Case No. 10-13039 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3523895)

In re:) **Chapter 11**
)
Large Apparel of Texas, Inc.,) **Case No. 10-13043 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3623787)

In re:) **Chapter 11**
)
Large Apparel of Virginia, Inc.,) **Case No. 10-13045 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 13-3732809)

In re:) **Chapter 11**
)
Large Apparel of Wisconsin, Inc.,) **Case No. 10-13048 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3523898)

In re:) **Chapter 11**
)
Marianne Ltd.,) **Case No. 10-13058 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3623940)

In re:) **Chapter 11**
)
Marianne USPR, Inc.,) **Case No. 10-13030 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3622193)

In re:) **Chapter 11**
)
Marianne VI, Inc.,) **Case No. 10-13025 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3622206)

In re:) **Chapter 11**
)
Metro Apparel of Kentucky, Inc.,) **Case No. 10-13050 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 55-0907533)

In re:) **Chapter 11**
)
Metro Apparel of Massachusetts, Inc.,) **Case No. 10-13055 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 14-1981367)

In re:) **Chapter 11**
)
The Essence of Body & Soul, Ltd.,) **Case No. 10-13010 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3614165)

In re:) **Chapter 11**
)
UACONJI Liquidating Corp.,) **Case No. 10-13052 (KJC)**
)
 Debtor.)
)
TAX I.D. No. 22-3642976)

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| In re: |) | Chapter 11 |
| UACONYI Liquidating Corp., |) | Case No. 10-13054 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3724103 |) | |
| In re: |) | Chapter 11 |
| UBTHC Liquidating Corp., |) | Case No. 10-13046 (KJC) |
| Debtor. |) | |
| TAX I.D. No. 22-3735909 |) | |

FINAL DECREE CLOSING CERTAIN CHAPTER 11 CASES

Upon the motion (the "Motion"), dated May 4, 2012, of Stephen A. Feldman, in his capacity as liquidating trustee (the "Liquidating Trustee") of the UBI Liquidating Trust (the "Liquidating Trust"), as successor to UBI Liquidating Corp. and its affiliated debtors (collectively, the "Debtors"), and the Liquidating Trust Committee (the "Committee"), for entry of a final decree closing the Fully Administered Cases,² all as more fully set forth in the Motion; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Liquidating Trustee has provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the particular circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing

² All capitalized terms used but otherwise not defined herein shall have the same meanings set forth in the Motion.

before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted.
2. The chapter 11 cases of the 54 Debtors identified on Exhibit 1 attached hereto (the "Fully Administered Cases") are hereby closed; provided, however, that the chapter 11 case of UBI Liquidating Corp., Case No. 10-13005 (KJC) shall remain open until closed by further order of this Court.
3. All fees due and payable pursuant to section 1930 of title 28 of the United States Code with respect to the Fully Administered Cases shall be paid by the Liquidating Trustee on or before June 1, 2012.
4. Entry of this Final Decree is without prejudice to the rights of any party in interest to seek to reopen the Fully Administered Cases for cause, including but not limited to the Liquidating Trustee's failure to pay fees due and payable pursuant to section 1930 of title 28 of the United States Code as set forth above.
5. The Liquidating Trustee and the Committee are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Order shall govern.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: May 17, 2012
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE