

EXHIBIT 1
(Proposed Order)

**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
)	
)	Re: Docket No. 1476, 1490, & _____

**ORDER PURSUANT TO 11 U.S.C. §§ 105, 363 AND 554
AUTHORIZING THE (I) ABANDONMENT AND DESTRUCTION
OF CERTAIN FILES AND ELECTRONIC RECORDS AND
(II) EXPENDITURE OF ESTATE FUNDS IN ACCORDANCE THEREWITH**

This matter coming before the Court on the *Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363 and 554 for Entry of an Order Authorizing the (I) Abandonment and Destruction of Certain Files and Electronic Records and (II) Expenditure of Estate Funds in Accordance Therewith* (the "Motion") filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Motion; and the Court finding that: (1) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and

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.

1334; (2) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (3) notice of the Motion was sufficient under the circumstances; and (4) the relief requested in the Motion was proposed by the Debtors in good faith, is fair and equitable, in the best interest of the Debtors' estates and creditors and supported by sound business reasons; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing, therefore,

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion shall be and hereby is GRANTED.
2. The Debtors are authorized to destroy or otherwise dispose of the Unnecessary Business Documents² and all documents, records, files or other material that the Debtors determine, in their sole discretion, are not necessary to the wind-down of their estate, the liquidation of remaining assets, the analysis and/or prosecution of the Debtors' claims or causes of action, the completion of the claims reconciliation and resolution process and/or completion of these chapter 11 cases.
3. To the extent that any of the Unnecessary Business Documents and other documents, records or files contain confidential or privileged information, the Debtors shall take any and all steps necessary to protect the confidential and/or privileged nature of such information in connection with the destruction of such documents, records or files.
4. The Debtors may expend resources of the estate for the purposes of disposing of files and electronic records in accordance herewith, including but not limited to, payment of \$25,000.00 to Iron Mountain Information Management, LLC ("Iron Mountain") for the destruction of the Business Documents (the "Destruction Payment").

² Capitalize terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

5. The Destruction Payment shall be in full and final satisfaction for any and all claims that Iron Mountain has or may have in the future against the Debtors.

6. This Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: November __, 2012
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE