

Exhibit A

Proposed Order

**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
)	

**ORDER (A) SETTING BAR DATES FOR FILING
PROOFS OF CLAIM, INCLUDING CLAIMS ASSERTED PURSUANT TO
11 U.S.C. § 503(B)(9), (B) APPROVING THE FORM AND MANNER FOR
FILING PROOFS OF CLAIM AND (C) APPROVING NOTICE THEREOF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”) (a) establishing the deadline for filing claims in the above-captioned chapter 11 case (the “Chapter 11 Case”), (b) approving the form and manner for filing such claims and (c) approving notice thereof; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in

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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been adequate and appropriate under the circumstances; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Pursuant to Bankruptcy Rule 3003(c)(3), all persons and entities (collectively, the "Claimants"), holding or wishing to assert against the Debtors a claim, as that term is defined in section 101(5) of the Bankruptcy Code (each a "Claim"), are required to file proof of such Claim (a "Proof of Claim") pursuant to the procedures and on or before the deadlines (each a "Bar Date" and, collectively, the "Bar Dates") established by this Order.
3. Except as expressly provided herein, each and every Proof of Claim for a Claim that arose before the Petition Date against the Debtors, **including a claim pursuant to section 503(b)(9) of the Bankruptcy Code**, in these chapter 11 cases shall be actually received on or before **January 24, 2011 at 5:00 p.m. (prevailing Central Time)** (the "General Bar Date").
4. In the event the Debtors amend their statements of financial affairs and schedules of assets and liabilities (collectively, the "Schedules"), the bar date for filing a Proof of Claim with respect to any Claim affected by such amendment to the Schedules shall be the later of (a) the General Bar Date, (b) a time period fixed by the Court or (c) if no date is provided, 5:00 p.m. (prevailing Central Time) on the date that is thirty (30) days after the date on which the

Debtors provided notice of such amendment and notice of the bar date with respect to the Schedules.

5. The Bar Date by which a creditor shall file a Proof of Claim arising from the Debtors' rejection of any executory contract or unexpired lease shall be the later of (a) the General Bar Date or (b) the date provided in the order authorizing the Debtors to reject or, if no such date is provided, then thirty (30) days after the date the order is entered.

6. Each and every governmental unit (as that term is defined in section 101(27) of the Bankruptcy Code) shall file a Proof of Claim by **March 21, 2011 at 5:00 p.m. (prevailing Central Time)**.

7. Notwithstanding the foregoing, the following classes of creditors are not required to submit Proofs of Claim in accordance with the Bar Dates established herein:

- Claimants who already filed a Proof of Claim against any of the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware (the "Clerk") in a form substantially similar to Official Bankruptcy Form No. 10 ("Official Form 10");
- Any Claim that is listed on the Debtors' Schedules; provided, however, that: (i) the Claim is not scheduled as "disputed," "contingent" or "unliquidated;" (ii) the Claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- Any Claim that this Court allowed before the Bar Date Order;
- Any Claim against any of the Debtors that has been paid in full by any Debtor or any other party;
- Any Claim that is subject to specific deadlines fixed by this Court;

- Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided, however, that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code; and
- Any Claims allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' Chapter 11 Cases, **with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code (with respect to the value of the goods received by the Debtors within 20 days of the Petition Date), which are subject to General Bar Date as provided above.**

8. The form of Proof of Claim (the "Proof of Claim Form"), substantially in the form attached hereto as Exhibit 1, is hereby approved. The Debtors are further directed, with the assistance of BMC Group, Inc. ("BMC"), to include the following information on every Proof of Claim Form that they supply to a Claimant: (a) the amount of such creditor's Claim against the particular Debtor (if such information is reasonably ascertainable), as reflected in the Schedules; (b) the type of Claim held by such creditor (*i.e.*, non-priority unsecured, priority unsecured or secured), as reflected in the Schedules; and (c) whether such Claim is contingent, unliquidated or disputed as reflected in the Schedules. Any person or entity that receives the Proof of Claim Form is authorized to correct any incorrect information contained in the name and address portion of such form.

9. The following rules shall govern the completion and filing of each Proof of Claim:

- Each Proof of Claim must (i) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant, (ii) be written in English, (iii) include a Claim amount denominated in United States dollars,

(iv) conform substantially with the Proof of Claim Form provided by the Debtors or Official Bankruptcy Form No. 10, and (v) state a Claim against the Debtors;

- Each Proof of Claim must include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the Debtors; provided further that any creditor that received such written consent shall be required to transmit such writings to the Debtors upon request no later than ten days from the date of such request;
- All Proofs of Claim must be filed so as to be **actually received** no later than 5:00 p.m. (prevailing Central Time), on the applicable Bar Date via regular U.S. mail at BMC Group, Inc., Attn: Urban Brands Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020, or via messenger or overnight courier at BMC Group, Inc., Attn: Urban Brands Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317.

BMC will not accept a Proof of Claim sent by facsimile or e-mail;

- A Claimant who wishes to receive acknowledgment of receipt of its Proof of Claim Form may submit a copy of the Proof of Claim Form and a self-addressed, stamped envelope to BMC along with the original Proof of Claim Form.

10. The Debtors, with the assistance of BMC, are hereby authorized and directed to serve the following materials by first class U.S. mail, postage prepaid, on all known Claimants holding actual or potential Claims no later than five (5) business days after the date of entry of this Order: (a) written notice of the Bar Dates in substantially the form attached hereto as Exhibit 2, (the “Bar Date Notice”); and (b) the Proof of Claim Form (collectively, the “Bar Date Package”).

11. The Debtors are hereby authorized to provide supplemental mailings of the Bar Date Package at any time up to thirty (30) days in advance of the General Bar Date or any other applicable Bar Date, as may be necessary in situations, including, without limitation, (a) notices that are returned by the post office with forwarding addresses, (b) certain parties acting on behalf of parties in interest (*e.g.*, banks and brokers with respect to bondholders and equity holders) that decline to pass along notices to these parties and instead return their names and addresses to the Debtor for direct mailing and (c) additional potential claimants that become known as the result of the Bar Date noticing process. Notwithstanding the foregoing, the Debtors shall not be required to provide any additional notice to any Claimant to whom the Debtors mailed the Bar Date Package in accordance with the terms of this Order and such notice was returned to the Debtors as undeliverable without a forwarding address.

12. The Debtors are directed to give notice of the Bar Dates by publishing the Bar Date Notice, modified for publication in substantially the form attached hereto as Exhibit 3 (the "Publication Notice"), in the national edition of The New York Times on one occasion on or before December 22, 2010. The Publication Notice shall include a telephone number that creditors may call to obtain copies of the Proof of Claim Form, a URL for a website where the creditors may obtain a copy of a Proof of Claim Form, and information concerning the procedures for filing Proofs of Claim. The Debtors are authorized to enter into such transactions to cause such publication to be made and to make reasonable payments required for publication.

13. The Debtors are authorized to use the services of BMC, as applicable, to coordinate the processing of Proofs of Claim.

14. Notice of the Bar Dates as set forth in this Order and in the manner set forth herein (including, without limitation, the Bar Date Notice, the Bar Date Package, the Publication

Notice and any supplemental notices that the Debtors may send from time to time) constitute adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware.

15. The Debtors are authorized to establish Bar Dates in addition to those expressly provided herein (the “Supplemental Bar Dates”) with respect to (a) creditors as to which a remailing of the Bar Date Package is appropriate, but which cannot be accomplished in time to provide at least thirty (30) days’ notice of the Bar Date and (b) other creditors that become known to the Debtors after the applicable Bar Date; provided, however, that the Debtors obtain the prior written consent of the Committee before establishing a Supplemental Bar Date; provided further, that the Debtors advise the Court of a Supplemental Bar Date by filing notice of such Supplemental Bar Date which will identify the Supplemental Bar Date and the claimants that are subject thereto. In the event the Debtors establish a Supplemental Bar Date it is further directed to mail a Bar Date Package, modified to include the Supplemental Bar Date, to known creditors who are subject to the Supplemental Bar Date within thirty (30) days of any Supplemental Bar Date.

16. The Debtors are authorized, in their discretion and upon the prior written consent of the Committee, to extend a Bar Date by stipulation where the Debtors determine that such extension is in the best interests of the Debtors and their estates.

17. Any Claimant who is required, but fails, to file a Proof of Claim in accordance with this Order on or before the applicable Bar Date or Supplemental Bar Date shall not be treated as a creditor for purposes of these Chapter 11 Cases and shall not be permitted to vote to

accept or reject any plan of reorganization or liquidation filed in these Chapter 11 Cases, or participate in any distribution on account of such Claim or receive further notices regarding such Claim.

18. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted pursuant to this Order in accordance with the Motion.

19. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Proof of Claim Form

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim.

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §§ 507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9) State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.**7. Credits:**

An authorized signature on this proof of claim serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

8. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(10).

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim form is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §§ 507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgement of Filing a Claim**

To receive acknowledgment of your filing, please enclose a stamped self-addressed envelope and a copy of this proof of claim. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://www.bmcgroup.com/UrbanBrands>

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

PLEASE SEND COMPLETED PROOFS OF CLAIM TO:

Via Regular U.S. Mail **Via Overnight Courier**

BMC Group, Inc. Attn: Urban Brands Claims Processing P.O. Box 3020 Chanhassen, MN 55317	BMC Group, Inc. Attn: Urban Brands Claims Processing 18750 Lake Drive East Chanhassen, MN 55317
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Exhibit 2

Bar Date Notice

**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
)	

NOTICE OF DEADLINES FOR FILING PROOFS OF CLAIM AGAINST DEBTOR
[INCLUDING ANY CLAIMS PURSUANT TO 11 U.S.C. § 503(B)(9)]

TO: ALL ENTITIES WHO MAY HAVE CLAIMS AGAINST THE DEBTOR LISTED BELOW:

PLEASE TAKE NOTICE THAT:

1. On September 21, 2010 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”). Set forth below are the name, federal tax identification number, and the case number for each of the Debtors:

DEBTOR	EIN	CASE NO.
UBI Liquidating Corp. f/k/a Urban Brands, Inc.	51-0373678	10-13005
100% Girls Ltd.	22-3614150	10-13022
100% Girls of Georgia, Inc.	22-3614159	10-13009
100% Girls of New York, Inc.	22-3572149	10-13012
100% Girls of New Jersey, Inc.	22-3614167	10-13034
A.S. Interactive, Inc.	26-1793472	10-13015
ASL Liquidating Corp. f/k/a Ashley Stewart, Ltd.	13-3614541	10-13027
Ashley Stewart Apparel Corporation	22-3494049	10-13057
Ashley Stewart Clothing Company, Inc.	22-3494051	10-13016
ASMCI Liquidating Corp. f/k/a Ashley Stewart Management Co.	22-3494053	10-13006
ASWL Liquidating Corp. f/k/a Ashley Stewart Woman Ltd.	22-3614152	10-13021
ASIL 6, Inc.	22-3493996	10-13004
ASNJ 10, Inc.	22-3494004	10-13056
Carraizo Alto Apparel Corporation	22-2234651	10-13007
Church Street Retail, Inc.	13-3665954	10-13040
Kid Spot Ltd.	22-3612585	10-13024
Kidspot of Delaware, Inc.	22-3612596	10-13008
Kidspot of Illinois, Inc.	22-3612606	10-13033
Kidspot of Michigan, Inc.	22-3612603	10-13053
Kidspot of New Jersey, Inc.	22-3612601	10-13020
Kidspot of Ohio, Inc.	22-3664705	10-13051
Kidspot of Pennsylvania, Inc.	22-3612599	10-13028
Kidspot of Texas, Inc.	22-3623809	10-13047

¹ The Debtors’ corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Large Apparel of Alabama, Inc.	22-3760624	10-13031
Large Apparel of California, Inc.	22-3592129	10-13032
Large Apparel of Connecticut, Inc.	13-3695161	10-13035
Large Apparel of District of Columbia, Inc.	22-3528613	10-13011
Large Apparel of Florida, Inc.	22-3622209	10-13026
Large Apparel of Georgia, Inc.	22-3523894	10-13038
Large Apparel of Illinois, Inc.	13-3774650	10-13017
Large Apparel of Indiana, Inc.	22-3494055	10-13019
Large Apparel of Louisiana, Inc.	22-3623790	10-13014
Large Apparel of Maryland, Inc.	13-3695158	10-13018
Large Apparel of Michigan, Inc.	13-3819420	10-13013
Large Apparel of Mississippi, Inc.	22-3735913	10-13023
Large Apparel of Missouri, Inc.	22-3592135	10-13042
Large Apparel of New Jersey, Inc.	13-3695157	10-13041
Large Apparel of New York, Inc.	13-3665956	10-13049
Large Apparel of North Carolina, Inc.	22-3528611	10-13029
Large Apparel of Ohio, Inc.	22-3503815	10-13036
Large Apparel of Pennsylvania, Inc.	22-3494057	10-13044
Large Apparel of South Carolina, Inc.	27-0002029	10-13037
Large Apparel of Tennessee, Inc.	22-3523895	10-13039
Large Apparel of Texas, Inc.	22-3623787	10-13043
Large Apparel of Virginia, Inc.	13-3732809	10-13045
Large Apparel of Wisconsin, Inc.	22-3523898	10-13048
Marianne Ltd.	22-3623940	10-13058
Marianne USPR, Inc.	22-3622193	10-13030
Marianne VI, Inc.	22-3622206	10-13025
Metro Apparel of Kentucky, Inc.	55-0907533	10-13050
Metro Apparel of Massachusetts, Inc.	14-1981367	10-13055
The Essence of Body & Soul, Ltd.	22-3614165	10-13010
UACONJI Liquidating Corp. f/k/a Urban Acquisition Corporation of New Jersey, Inc.	22-3642976	10-13052
UACONYI Liquidating Corp. f/k/a Urban Acquisition Corporation of New York, Inc.	22-3724103	10-13054
UBTHC Liquidating Corp. f/k/a Urban Brands TM Holding Co.	22-3735909	10-13046

DEADLINE FOR FILING CLAIMS AGAINST URBAN BRANDS:

2. On November __, 2010, the Court entered an order (the “Bar Date Order”) establishing **January 24, 2011 at 5:00 p.m. (prevailing Central Time)**, as the deadline for general creditors to file proofs of claim against any of the Debtors (the “General Bar Date”) and **March 21, 2011 at 5:00 p.m. (prevailing Central Time)**, as the deadline for governmental units to file proofs of claim against any of the Debtors (the “Governmental Unit Bar Date,” and together with the General Bar Date, the “Bar Dates”). The Bar Dates apply to all claims against any of the Debtors that arose before September 21, 2010 except the Excluded Claims listed in paragraph 4 below. The Bar Date Order also sets procedures to be used for filing proofs of claim, which are summarized in this notice for your convenience.

3. You **MUST** file a proof of claim if you have any claim against any of the Debtors that arose before September 21, 2010. The only exception to this requirement is for claims described in paragraph 4, below. Acts or omissions that occurred before September 21, 2010 may give rise to claims subject to the Bar Dates even if the claims may not have become known or fixed or liquidated until after September 21, 2010. Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent,

matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

4. The Bar Date Order provides that creditors do **NOT** have to file proofs of claim by the Bar Dates for the types of claims and interests listed below in this paragraph 4 (collectively, the “Excluded Claims”). You should not file a proof of claim at this time for any Excluded Claim. The Court may enter one or more separate orders at a later time requiring creditors to file proofs of claim for some kinds of Excluded Claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. Excluded Claims include:

- Claimants who already filed a Proof of Claim against any of the Debtors with the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form No. 10;
- Any Claim that is listed on the Debtors’ respective schedules of assets and liabilities (the “Schedules”); provided, however, that: (i) the Claim is not scheduled as “disputed,” “contingent” or “unliquidated;” (ii) the Claimant does not disagree with the amount, nature and priority of the Claim as set forth in the Schedules; and (iii) the Claimant does not dispute that the Claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- Any Claim that this Court allowed before the Bar Date Order;
- Any Claim against any of the Debtors that has been paid in full by any Debtor or any other party;
- Any Claim that is subject to specific deadlines fixed by this Court;
- Any Claimant whose Claim is based on an interest in an equity security of the Debtors; provided, however, that any Claimant who wishes to assert a Claim against any of the Debtors based on, without limitation, Claims for damages or rescission based on the purchase or sale of an equity security, must file a Proof of Claim on or before the General Bar Date. The Debtors reserve all rights with respect to any such Claims including, *inter alia*, to assert that such Claims are subject to subordination pursuant to section 510(b) of the Bankruptcy Code; and
- Any Claims allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors’ Chapter 11 Cases, with the exception of Claims allowable under section 503(b)(9) of the Bankruptcy Code (with respect to the value of the goods received by the Debtors within 20 days of the Petition Date), which are subject to General Bar Date as provided above.

5. **THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

6. If the Debtors amend the Schedules after you receive this notice, the Debtors will give notice of that amendment to the holders of the Claims that are affected by it, and those holders will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.

7. The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization or liquidation is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection. The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the General Bar Date or (b) the date provided in the order authorizing the Debtors to reject or, if no such date is provided, then thirty (30) days after the date the order is entered.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM:

8. If you file a proof of claim, your filed proof of claim must (i) be signed by the Claimant or if the Claimant is not an individual, by an authorized agent of the Claimant, (ii) be written in English, (iii) include a Claim amount denominated in United States dollars, (iv) conform substantially with the Proof of Claim Form provided by the Debtors or Official Bankruptcy Form No. 10, and (v) state a Claim against the Debtors. If a proof of claim form is not enclosed with this notice, you may obtain a proof of claim form from any bankruptcy court clerk's office, from your lawyer, from certain business supply stores, from www.uscourts.gov/bankform, or by contacting BMC Group, Inc. at BMC Group, Inc., Attn: Urban Brands Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317, Telephone: (888) 909-0100.
9. **Your proof of claim form must be filed so as to be received on or before 5:00 p.m. prevailing Central Time on January 24, 2011.** You can file your proof of claim by sending the original proof of claim to BMC Group, Inc. via regular U.S. mail at BMC Group, Inc., Attn: Urban Brands Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020, or via messenger or overnight courier at BMC Group, Inc., Attn: Urban Brands Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317. **BMC will not accept a Proof of Claim sent by facsimile or e-mail.**

CONSEQUENCES OF MISSING THE DEADLINE FOR FILING CLAIMS:

10. **EXCEPT WITH RESPECT TO EXCLUDED CLAIMS (AS DESCRIBED IN PARAGRAPH 4), IF YOU FAIL TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. PREVAILING CENTRAL TIME ON THE APPLICABLE BAR DATE ON ACCOUNT OF ANY CLAIM YOU WISH TO ASSERT AGAINST THE DEBTORS, THEN:**
- **YOU WILL NOT BE TREATED AS A CREDITOR FOR PURPOSES OF THESE CHAPTER 11 CASES;**
 - **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND**
 - **YOU WILL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR LIQUIDATION FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.**

EXAMINATION OF SCHEDULES:

11. The Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, during posted hours. The Debtors' Schedules and the Bar Date Order are also available online at www.bmcgroup.com/urbanbrands. The Court's docket sheet and documents are also accessible at the Court's internet site: <https://ecf.deb.uscourts.gov> through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>. Creditors that wish to rely on the Schedules will have the responsibility for determining that their Claims are listed accurately on them and whether such claim is scheduled as contingent, unliquidated or disputed which would require the timely filing of a proof of claim to preserve such claim.

QUESTIONS:

12. Proof of Claim Forms and a copy of the Bar Date Order may be obtained by visiting www.bmcgroup.com/urbanbrands, by calling 1-888-909-0100 or by contacting BMC Group, Inc., Attn: Urban Brands Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317. BMC Group, Inc. cannot advise you how to, or whether you should file a Proof of Claim Form.

Dated: November ____, 2010
Wilmington, Delaware

BY ORDER OF THE COURT:
THE HONORABLE KEVIN J. CAREY

Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
L. Katherine Good (No. 5101)
RICHARDS, LAYTON & FINGER, P.A.
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Telephone: (302) 651-7700
Facsimile: (302) 651-7701

*Attorneys for the Debtors and
Debtors in Possession*

Exhibit 3

Publication Notice

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

In re: UBI Liquidating Corp., et al.,¹ <p style="text-align: center;">Debtors.</p>))))))	Chapter 11 Case No. 10-13005 (KJC) Jointly Administered
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NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM
(GENERAL BAR DATE IS JANUARY 24, 2011 AT 5:00 P.M. CST)

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On September 21, 2010 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court"). Set forth below are the name, last 4 digits of federal tax identification number, and the case number for each of the Debtors:

DEBTOR	EIN (Last 4 digits)	CASE NO.
UBI Liquidating Corp. f/k/a Urban Brands, Inc.	3678	10-13005
100% Girls Ltd.	4150	10-13022
100% Girls of Georgia, Inc.	4159	10-13009
100% Girls of New York, Inc.	2149	10-13012
100% Girls of New Jersey, Inc.	4167	10-13034
A.S. Interactive, Inc.	3472	10-13015
ASL Liquidating Corp. f/k/a Ashley Stewart, Ltd.	4541	10-13027
Ashley Stewart Apparel Corporation	4049	10-13057
Ashley Stewart Clothing Company, Inc.	4051	10-13016
ASMC Liquidating Corp. f/k/a Ashley Stewart Management Co.	4053	10-13006
ASWL Liquidating Corp. f/k/a Ashley Stewart Woman Ltd.	4152	10-13021
ASIL 6, Inc.	3996	10-13004
ASNJ 10, Inc.	4004	10-13056
Carraizo Alto Apparel Corporation	4651	10-13007
Church Street Retail, Inc.	5954	10-13040
Kid Spot Ltd.	2585	10-13024
Kidspot of Delaware, Inc.	2596	10-13008
Kidspot of Illinois, Inc.	2606	10-13033
Kidspot of Michigan, Inc.	2603	10-13053
Kidspot of New Jersey, Inc.	2601	10-13020
Kidspot of Ohio, Inc.	4705	10-13051
Kidspot of Pennsylvania, Inc.	2599	10-13028
Kidspot of Texas, Inc.	3809	10-13047
Large Apparel of Alabama, Inc.	0624	10-13031
Large Apparel of California, Inc.	2129	10-13032

¹ The Debtors' corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Large Apparel of Connecticut, Inc.	5161	10-13035
Large Apparel of District of Columbia, Inc.	8613	10-13011
Large Apparel of Florida, Inc.	2209	10-13026
Large Apparel of Georgia, Inc.	3894	10-13038
Large Apparel of Illinois, Inc.	4650	10-13017
Large Apparel of Indiana, Inc.	4055	10-13019
Large Apparel of Louisiana, Inc.	3790	10-13014
Large Apparel of Maryland, Inc.	5158	10-13018
Large Apparel of Michigan, Inc.	9420	10-13013
Large Apparel of Mississippi, Inc.	5913	10-13023
Large Apparel of Missouri, Inc.	2135	10-13042
Large Apparel of New Jersey, Inc.	5157	10-13041
Large Apparel of New York, Inc.	5956	10-13049
Large Apparel of North Carolina, Inc.	8611	10-13029
Large Apparel of Ohio, Inc.	3815	10-13036
Large Apparel of Pennsylvania, Inc.	4057	10-13044
Large Apparel of South Carolina, Inc.	2029	10-13037
Large Apparel of Tennessee, Inc.	3895	10-13039
Large Apparel of Texas, Inc.	3787	10-13043
Large Apparel of Virginia, Inc.	2809	10-13045
Large Apparel of Wisconsin, Inc.	3898	10-13048
Marianne Ltd.	3940	10-13058
Marianne USPR, Inc.	2193	10-13030
Marianne VI, Inc.	2206	10-13025
Metro Apparel of Kentucky, Inc.	7533	10-13050
Metro Apparel of Massachusetts, Inc.	1367	10-13055
The Essence of Body & Soul, Ltd.	4165	10-13010
UAACONJI Liquidating Corp. f/k/a Urban Acquisition Corporation of New Jersey, Inc.	2976	10-13052
UAACONYI Liquidating Corp. f/k/a Urban Acquisition Corporation of New York, Inc.	4103	10-13054
UBTHC Liquidating Corp. f/k/a Urban Brands TM Holding Co.	5909	10-13046

2. On November ____, 2010, the Court entered an order [Docket No.] (the “Bar Date Order”) establishing certain deadlines for the filing of proofs of claim in the Debtors’ chapter 11 cases.

3. Pursuant to the Bar Date Order, all persons and entities, including individuals, partnerships, estates, trusts and governmental units who have a claim or potential claim, including any claims under section 503(b)(9) of the United States Bankruptcy Code, against any of the Debtors that arose prior to September 21, 2010, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM on or before January 24, 2011 at 5:00 p.m. (prevailing Central Time)** for general creditors (the “General Bar Date”) and **March 21, 2010 at 5:00 p.m. (prevailing Central Time)** for governmental units (the “Governmental Unit Bar Date,” and together with the General Bar Date, the “Bar Dates”), by sending an original proof of claim form to BMC Group, Inc. via regular U.S. mail at BMC Group, Inc., Attn: Urban Brands Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020, or via messenger or overnight courier at BMC Group, Inc., Attn: Urban Brands Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317 so that it is actually received on or before the applicable of the Bar Dates. **Proofs of claim sent by facsimile or telecopy will not be accepted.**

4. **ANY PERSON OR ENTITY (EXCEPT A PERSON OR ENTITY WHO IS EXCUSED BY THE TERMS OF THE BAR DATE ORDER) WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE WILL BE FOREVER BARRED AND ESTOPPED FROM VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY PLAN OR PLANS OF**

REORGANIZATION OR LIQUIDATION IN THESE CHAPTER 11 CASES, AND THE DEBTORS AND THEIR PROPERTY WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM.

5. A copy of the Bar Date Order or a proof of claim form may be obtained by visiting www.bmcgroup.com/urbanbrands or by contacting the Debtors' Claims Agent, in writing, at BMC Group, Inc., Attn: Urban Brands Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317, or by telephone at 1-888-909-0100. The Bar Date Order, as well as the Debtors' Schedules of Assets and Liabilities, can also be viewed on the United States Bankruptcy Court for the District of Delaware's website at www.deb.uscourts.gov.

Dated: November ____, 2010
Wilmington, Delaware

BY ORDER OF THE COURT:
THE HONORABLE KEVIN J. CAREY

Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Paul N. Heath (No. 3704)
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