

**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)
	:	Jointly Administered
	:	
Debtors.	:	Related to Docket No. 295
	:	

**CERTIFICATION OF COUNSEL REGARDING [PROPOSED] ORDER
APPROVING APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS PURSUANT TO SECTIONS 328(a) AND 1103(a)
OF THE BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY
PROCEDURE 2014(a) FOR AUTHORIZATION TO RETAIN AND EMPLOY
LOUGHLIN MEGHJI + COMPANY AS FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
NUNC PRO TUNC TO OCTOBER 5, 2010**

The undersigned hereby certifies that:

1. On October 21, 2010, the Official Committee of Unsecured Creditors (the “Committee”) caused to be filed the *Application of the Official Committee of Unsecured Creditors Pursuant to Sections 328(a) and 1103(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authorization to Retain and Employ Loughlin Meghji +*

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.

Company as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to October 5, 2010 (the “Application”) [D.I. 295].

2. The notice to the Application set a deadline of November 9, 2010 at 4:00 p.m. (ET) (the “Objection Deadline”) for receipt of objections to the Application.

3. As of the date hereof, the undersigned has received no formal answers, objections or other responsive pleadings to the Application, and she has reviewed the Court’s docket in these Chapter 11 cases and no answer, objection or other responsive pleading to the Application appears thereon.

4. The Committee, however, did receive informal comments from the Office of the United States Trustee to the proposed form of order attached to the Application, which comments were resolved with changes to the third decretal paragraph of the revised proposed form of order (the “Order”), attached hereto as Exhibit A.

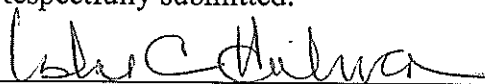
5. Further, additional non-material changes to the proposed form of the Order were made subsequent to the filing of the Application to amend certain corporate names of the Debtors and modify the jointly administered case caption in this matter in accordance with the *Order (I) Authorizing Debtors to Amend Corporate Names in Connection with the Sale of Substantially All of the Debtors’ Assets and (II) Approving Modification of Jointly Administered Case Caption [Re: Docket No. 343]*, entered by this Court on November 2, 2010 [D.I. 449].

6. Attached hereto as Exhibit A is the revised proposed form of the Order, which incorporates the changes requested by the Office of the United States Trustee, as well as the changes to the corporate names and case caption, together with a blackline, attached hereto as Exhibit B, showing the changes from the prior proposed form of Order as proposed by the Committee and attached to the Application. The Office of the United State Trustee has reviewed and approved of the changes to the revised proposed Order as set forth in Paragraph 4 above.

7. The Committee respectfully requests that the revised proposed form of Order, attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

Dated: November 11, 2010
Wilmington, Delaware

Respectfully submitted:



Tobey M. Daluz, Esq. (No. 3939)
Leslie C. Heilman, Esq. (No. 4716)
BALLARD SPAHR LLP
919 N. Market Street, 11th Floor
Wilmington, DE 19801
Telephone: (302) 252-4465
Facsimile: (302) 252-4466
E-mail: daluzt@ballardspahr.com
heilmanl@ballardspahr.com

-and-

COOLEY LLP
Lawrence C. Gottlieb, Esq.
Cathy R. Hershcopf, Esq.
Michael A. Klein, Esq.
The Grace Building
1114 Avenue of the Americas
New York, New York 10036
Telephone: (212) 479-6000
Facsimile: (212) 202-5200
E-mail: lgottlieb@cooley.com
chershcopf@cooley.com
mklein@cooley.com

*Proposed Counsel to the Official Committee of
Unsecured Creditors of UBI Liquidating Corp.,
et al.*