

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

In re:	:	Chapter 11
	:	
UBI Liquidating Corp., <i>et al.</i> , ¹	:	Case No. 10-13005 (KJC)
	:	Jointly Administered
	:	
Debtors.	:	Related to Docket No. 435

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
BALLARD SPAHR LLP AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS *NUNC PRO TUNC* TO OCTOBER 1, 2010**

Upon consideration of the Application of the Official Committee of Unsecured Creditors (the “Committee”) for Entry of an Order Authorizing the Retention and Employment of Ballard Spahr LLP (“Ballard Spahr”) as Co-Counsel to the Committee *nunc pro tunc* to October 1, 2010 (the “Application”), and the Affidavit of Tobey M. Daluz, Esquire (the “Affidavit”), a partner in Ballard Spahr; and due and proper notice of the Application and the hearing on the Application having been given; and all objections, if any, to the relief requested in the Application having been withdrawn, resolved, or overruled by this Court; and the Court being satisfied that Ballard Spahr represents no interest adverse to the Committee or the estate in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.

the matters upon which Ballard Spahr is to be engaged, that Ballard Spahr is disinterested within the meaning of Section 101(14) of the Bankruptcy Code and, that such firm's employment is necessary and would be in the best interests of the Committee, the Debtors and their estates; and after due deliberation and consideration, and for good and sufficient cause appearing therefor, it is hereby

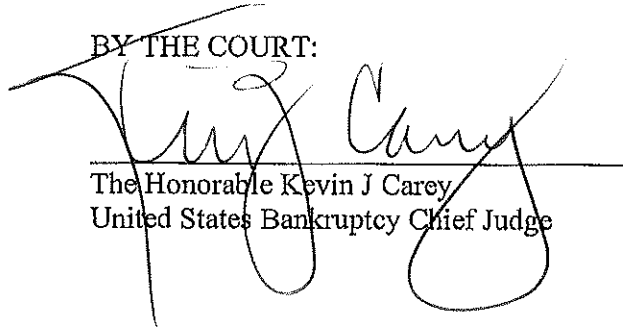
ORDERED that, pursuant to Section 1103 of the Bankruptcy Code, Fed. R. Bankr. P. 2014(a) and Del. Bankr. L.R. 2014-1, the Committee is authorized to retain and employ Ballard Spahr as its co-counsel to represent the Committee in the above-captioned bankruptcy cases under chapter 11 of the Bankruptcy Code; and it is further

ORDERED that the retention and employment of Ballard Spahr is authorized and approved *nunc pro tunc* to October 1, 2010; and it is further

ORDERED that, pursuant to Section 328(a) of the Bankruptcy Code, Ballard Spahr's hourly rates for its attorneys and paralegals as set forth in the Affidavit are approved as reasonable; and it is further

ORDERED that, subject to application to, and approval by, this Court, the fees and expenses of Ballard Spahr shall be paid as an expense of administration of the case.

BY THE COURT:



The Honorable Kevin J. Carey
United States Bankruptcy Chief Judge

Dated: Nov. 12