

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

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In re:	Chapter 11
UBI Liquidating Corp., <i>et al.</i> <sup>1</sup>	Case No.: 10-13005 (KJC)
	Jointly Administered
Debtors.	Objection Deadline: December 10, 2010 at 4:00 p.m.

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**SUMMARY OF FIRST MONTHLY APPLICATION OF COOLEY LLP, LEAD  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

Name of Applicant:	<u>Cooley LLP</u>
Authorized to Provide Professional Services to:	<u>The Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>November 12, 2010 <i>nunc pro tunc</i> to October 1, 2010</u>

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Urban Brands, Inc. (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), Ashley Stewart Ltd. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), Ashley Stewart Management Co., Inc. (4053), Ashley Stewart Woman Ltd. (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. (260 I), 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), Urban Acquisition Corporation of New Jersey, Inc. (2976), Urban Acquisition Corporation of New York, Inc. (4103), and Urban Brands TM Holding Co. (5909). The Debtor's corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

Period for which compensation and reimbursement is sought: October 1, 2010 through October 31, 2010

Amount of Compensation sought as actual, reasonable and necessary: \$212,478.50

80% of Compensation sought as actual, reasonable and necessary: \$169,982.80

Amount of Expense Reimbursement sought as actual, reasonable and necessary: \$1,988.64

This is a(n):  Monthly  Interim  Final Fee Application  
 The total time expended in connection with the preparation of this fee application is not included in this First Monthly Fee Application as such time was expended after the Compensation Period.

Cooley LLP has not filed any previous applications for compensation or reimbursement of expenses in these cases.

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY COOLEY LLP ON BEHALF OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

<b>Name of Professional Person</b>	<b>Position of Professional Person</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Lawrence C. Gottlieb	Partner	\$910	56.7	\$51,597.00
Jay R. Indyke	Partner	\$810	0.2	\$162.00
Cathy R. Hershcopf	Partner	\$730	104.3	\$76,139.00
Nicholas Smithberg	Special Counsel	\$600	15.5	\$9,300.00
Zev Bomrind	Associate	\$590	1.1	\$649.00
Michael A. Klein	Associate	\$550	116.8	\$64,240.00
Richelle Kalnit	Associate	\$500	2.3	\$1,150.00
Robert Winning	Associate	\$305	30.3	\$9,241.50
<b>Total Fees</b>				<b>\$212,478.50</b>
<b>Total Hours</b>			<b>327.2</b>	
<b>Blended Rate</b>				<b>\$649.38</b>

**SUMMARY OF SERVICES BY TASK CODE FOR PROFESSIONAL SERVICES  
 RENDERED BY COOLEY LLP ON BEHALF OF THE OFFICIAL  
 COMMITTEE OF UNSECURED CREDITORS  
 FOR THE PERIOD OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
B01	Asset Analysis and Recovery	0.8	\$440.00
B02	Asset Disposition	140.7	\$92,985.00
B03	Business Operations	4.3	\$3,589.00
B04	Case Administration	24.3	\$12,860.00
B05	Claims	5.4	\$3,146.50
B06	Employee Benefits/Pensions	0.3	\$273.00
B07	Fee/Employment Applications	10.4	\$5,283.50
B08	Fee/Employment Objections	0.0	\$0
B09	Financing and Cash Collateral	20.5	\$12,518.00
B10	Litigation	0.0	\$0
B11	Meetings	86.9	\$62,150.50
B12	Plan and Disclosure Statement	0.0	\$0
B13	Relief from Stay Proceedings	0.2	\$110.00
B14	Travel	17.5	\$11,101.00
B15	Accounting/Auditing	0.0	\$0
B16	Business Analysis	4.2	\$1,281.00
B17	Corporate Finance	0.0	\$0
B18	Leases and Executory Contracts	2.0	1,334.00
B19	Preparation For and Attendance at Court Hearings	9.7	\$5,407.00
B20	Reconstruction Accounting	0.0	\$0
B21	Tax Issues	0.0	\$0
B22	Valuation	0.0	\$0
B23	Avoidance Actions	0.0	\$0
B24	Regulatory Compliance	0.0	\$0
B25	Foreign Proceedings	0.0	\$0
<b>TOTALS BY TASK CODE</b>		<b>327.2</b>	<b>\$212,478.50</b>

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES INCURRED BY COOLEY  
LLP ON BEHALF OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR THE PERIOD OF OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

Subject Matter Categories	Amount
Meals	\$920.09 <sup>2</sup>
Research Databases/ Document Retrieval	\$46.26
Telephone	\$14.04
Parking and Taxi	\$32.00
Additional Services	\$45.90
Merrill Communications Printing	\$292.32
Train Fare	\$502.00
Transportation	\$134.43
Reproduction of Documents	\$1.60
Committee Member Expense Reimbursement	\$5,522.79 <sup>3</sup>
<b>TOTAL EXPENSES REQUESTED</b>	<b>\$7,511.43</b>

<sup>2</sup> This amount includes expenses incurred by Applicant in connection with numerous meetings between the Committee, the Debtors and the prospective purchasers of the Debtors' assets.

<sup>3</sup> These amounts include expenses incurred by Committee members in connection with their attendance at the Committee organizational meeting, Committee meetings and the October 25-26 auction. A copy of the Committee member expense reimbursement forms and expense backup documentation is attached hereto as Exhibit "B"

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

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In re:	Chapter 11
UBI Liquidating Corp., <i>et al.</i> <sup>1</sup>	Case No.: 10-13005 (BLS)
	Jointly Administered
Debtors.	<b>Objection Deadline: December 10, 2010 at 4:00 p.m.</b>

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**FIRST MONTHLY APPLICATION OF COOLEY LLP, LEAD COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF OCTOBER 1, 2010 THROUGH OCTOBER 31, 2010**

**TO THE HONORABLE KEVIN J. CAREY,  
UNITED STATES BANKRUPTCY JUDGE:**

Cooley LLP ("Applicant"), lead counsel to the Official Committee of Unsecured Creditors (the "Committee") of UBI Liquidating Corp., *et al.*,<sup>2</sup> as debtors and debtors-in-

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Urban Brands, Inc. (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), Ashley Stewart Ltd. (4541), Ashley Stewart Apparel Corporation (4049), Ashley Stewart Clothing Company, Inc. (4051), Ashley Stewart Management Co., Inc. (4053), Ashley Stewart Woman Ltd. (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. (260 I), 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), Urban Acquisition Corporation of New Jersey, Inc. (2976), Urban Acquisition Corporation of New York, Inc. (4103), and Urban Brands TM Holding Co. (5909). The Debtor's corporate offices are located at 100 Metro Way, Secaucus, New Jersey 07094.

<sup>2</sup> Formerly Urban Brands, Inc., *et al.*

possession (collectively, the “Debtors”) in the above-captioned jointly administered chapter 11 cases, respectfully represents:

### INTRODUCTION

1. This is Applicant’s first monthly application (the “Application”) for allowance of compensation and reimbursement of expenses pursuant to section 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and this Court’s *Order Granting Motion of the Debtors for an Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated October 13, 2010 (the “Interim Compensation Order”) (Doc. No.192).

2. This Application seeks allowance of compensation for legal services rendered by Applicant in the total amount of **\$212,478.50** and reimbursement of certain actual and necessary expenses incurred by (or first billed by outside vendors to) Applicant in the amount of **\$7,511.43** for the period of October 1, 2010 through October 31, 2010 (the “Compensation Period”), all as more fully set forth below. Pursuant to the Interim Compensation Order, if no objections are filed to this Application, the Debtors are authorized to pay Applicant 80% of its fees, in the amount of \$169,982.80, and 100% of its expenses. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Interim Compensation Order.

### BACKGROUND

3. On September 21, 2010 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate

their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On October 1, 2010, the Committee was appointed in these cases by the Office of the United States Trustee for the District of Delaware, consisting of the following 7 members: (i) Simon Property Group, (ii) General Growth Properties, (iii) International Inspirations, (iv) Angel Made in Heaven, (v) Signsorce, Inc., (vi) Natural Collection and (vii) Rosenthal & Rosenthal. That same day, the Committee met and decided that it wished to employ Cooley LLP as its lead counsel and Ballard Spahr LLP as its local counsel to advise and represent it in these proceedings *nunc pro tunc* to October 1, 2010.

5. On October 21, 2010, the Committee filed its *Application to Employ/Retain Cooley LLP as Lead Counsel to the Official Committee of Unsecured Creditors* (Doc. No. 297), as to which there was no objection. Applicant's retention was approved by order of the Court entered on November 12, 2010 (Doc. No. 492).

6. Pursuant to the Interim Compensation Order, Applicant is required to file monthly fee applications with this Court. If no objections are filed to this Application, the Debtors are authorized to pay Applicant 80% of its fees and 100% of its expenses. This is Applicant's first monthly fee application in these cases.

#### **JURISDICTION AND STATUTORY PREDICATES**

7. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

**SERVICES RENDERED DURING PRESENT COMPENSATION  
PERIOD OF OCTOBER 1, 2010 AND OCTOBER 31, 2010**

8. During the Compensation Period, Applicant's services to the Committee included professional advice and representation in connection with discrete categories in these chapter 11 cases. The aggregate hours and amount for each category is set forth below and on the summary sheet to this Application.

9. During the Compensation Period, Applicant, on behalf of and in consultation with the Committee, maintained an active role in these chapter 11 cases.

10. To apprise this Court of the legal services rendered during the Compensation Period, Applicant sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by Applicant on behalf of the Committee during the Compensation Period. It is not intended to set forth each and every item of professional services which Applicant performed.

**Asset Analysis and Recovery (01)**

11. This category includes time expended by Applicant with respect to its analysis of the Debtors' assets and the recovery thereof. Applicant expended 0.8 hours of time for a charge of \$440.00 for services rendered with respect to matters relating to asset analysis and recovery.

**Asset Disposition (02)**

12. This category includes time expended by Applicant in connection with the disposition of the Debtors' assets (the "Sale"). During the Compensation Period, Applicant expended time, *inter alia*:

- Reviewing, analyzing and revising the Debtors' proposed bid procedures and preparing an objection with respect to the same;



- Reviewing and analyzing the stalking horse asset purchase agreement between the Debtors and Gordon Brothers Merchant Partners, LLC (“Gordon Brothers”);
- Corresponding and meeting with numerous prospective purchasers of the Debtors’ assets, including Gordon Brothers;
- Corresponding with the Debtors and their professionals regarding the status of the Debtors’ postpetition marketing efforts and all aspects of the Sale process;
- Analyzing bids submitted by interested parties;
- Participating in the October 25-26 auction at which Gordon Brothers’ bid was selected as the highest and best bid;
- Reviewing and revising the terms of the order approving the Sale to Gordon Brothers; and
- Reviewing objections to the Sale.

13. Applicant expended 140.7 hours of time in this category for a charge of \$92,985.00.

**Business Operations (03)**

14. This category includes time expended by Applicant in connection with the ongoing business operations of the Debtors. Applicant expended time in this category reviewing information related to the Debtors’ financial performance, including information that was provided by the Debtors and the Committee’s financial advisors.

15. Applicant expended 4.3 hours of time for a charge of \$3,589.00 for services rendered with respect to matters relating to the Debtors’ business operations.

**Case Administration (04)**

16. This category includes time expended by Applicant relating to a variety of activities concerning the day-to-day management and prosecution of these chapter 11 cases. Services rendered in this project category include the preparation of Committee organizational documents and regular contact with Committee members and other parties in these cases

regarding administrative issues, including various correspondence related to confidentiality issues, critical dates, information requests, and Committee organizational documents.

17. Applicant expended 24.3 hours of time for a charge of \$12,860.00 for services rendered with respect to matters relating to case administration.

**Claims (05)**

18. This category includes time expended by Applicant with respect to various claims asserted against the Debtors' estates. Applicant spent time in this category reviewing and analyzing 503(b)(9) claims and reclamation claims asserted against the Debtors and reviewing the extent and priority of the liens asserted against the Debtors' assets.

19. Applicant expended 5.4 hours of time for a charge of \$3,146.50 for services rendered with respect to claims matters.

**Fee/Employment Applications (07)**

20. This category includes time expended by Applicant on matters concerning the retention and compensation of various professionals in the Debtors' bankruptcy cases. Applicant spent time during the Compensation Period on issues concerning, among other things: (i) the Committee's selection of a financial advisor; (ii) the preparation of Applicant's retention application and associated documents; (iii) the preparation of the retention application for the Committee's financial advisor; and (ii) review of the retention applications filed by other professionals in these cases.

21. Applicant expended 10.4 hours of time for a charge of \$5,283.50 for services rendered with respect to matters relating to fee/employment applications.

### **Financing and Cash Collateral (09)**

22. This category includes time expended by Applicant with respect to the Debtors' financing and use of cash collateral. Applicant spent time in this category reviewing and analyzing the Debtors' motion for debtor in possession financing and revising the associated form of proposed order.

23. Applicant expended 20.5 hours of time for a charge of \$12,518.00 for services rendered with respect to matters relating to financing and cash collateral.

### **Meetings (11)**

24. This category includes time expended by Applicant participating in multiple meetings with the Committee, the Committee's financial advisors, the Debtors and their professionals, and prospective purchasers of the Debtors' assets.

25. Applicant expended 86.9 hours of time for a charge of \$62,150.50 for services rendered with respect to meetings.

### **Travel (14)**

26. This category includes time expended by Applicant traveling to and from the October 26-26 auction and hearings during the Compensation Period. Applicant's non-working travel time in this category is billed at half-time.

27. Applicant expended 17.5 hours of time for a charge of \$11,101.00 for travel time.

### **Leases and Executory Contracts (18)**

28. This category includes time expended by Applicant reviewing the adequate assurance package submitted by Gordon Brothers and the Debtors motion to reject certain non-residential real property leases.

29. Applicant expended 2.0 hours of time for a charge of \$1,334.00 in this category.

**Preparation For and Attendance at Court Hearings (19)**

30. This category includes time expended by Applicant with respect to its preparation for and attendance at Court hearings during the Compensation Period.

31. Applicant expended 9.7 hours of time for a charge of \$5,407.00 for services rendered with respect to the handling of matters relating to the preparation for and attendance at court hearings.

**MATTERS PERTAINING TO APPLICANT**

32. Applicant maintained contemporaneous time records indicating the time that each attorney and para-professional spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit "A"**. The total number of hours expended by Applicant's attorneys and para-professionals during the Compensation Period in conjunction with this case is 327.2. All of the services have been rendered by those individuals at Applicant's firm as listed on the summary sheet filed contemporaneously herewith.

33. The personnel who have expended extensive time on this matter during the Compensation Period are as follows: (a) Lawrence C. Gottlieb and Cathy Hershcopf: Mr. Gottlieb and Ms. Hershcopf have been actively involved in all supervisory and day-to-day aspects of these cases regarding the Sale; and (b) Michael A. Klein: Mr. Klein was responsible for various day-to-day issues that arose during the Compensation Period.

34. Many of the items that have been reviewed are unique to retail-type bankruptcy proceedings. It is respectfully submitted that Applicant's expertise in retail bankruptcy cases has caused certain issues to be reviewed without difficulty, as other bankruptcy attorneys without expertise in retail cases would have had to spend more time researching issues and, in addition,

would not have been familiar with the issues applicable to this type of case. Some of the more recent retail chapter 11 cases in which Applicant has been retained include: Against All Odds in Newark, New Jersey; Any Mountain in Santa Rosa, California; Archibald Candy Corporation in Chicago, Illinois; Bag n'Baggage in Dallas, Texas; Blockbuster in New York, New York; Bombay in Fort Worth, Texas; Boscov's in Wilmington, Delaware; Casual Male in New York, New York; Claim Jumper in Wilmington, Delaware; Dry Ice in St. Louis, Missouri; Eddie Bauer in Wilmington, Delaware; EPV Solar in Newark, New Jersey; Filene's Basement in Wilmington, Delaware; Gottschalk's in Wilmington, Delaware; Harvey Electronics in New York, New York; Jacobson's Stores in Detroit, Michigan; Leather Loft Stores in Manchester, New Hampshire; Leatherland in Toledo, Ohio; Lenox Sales in New York, New York; Levitz Home Furnishings, Inc. in New York, New York; Long Rap in Washington, D.C.; Moe Ginsburg in New York, New York; Pizzeria Uno in New York, New York; PLVTZ in New York, New York; Princeton Ski Shops in Newark, New Jersey; Ritz Camera in Wilmington, Delaware; Steve & Barry's in New York, New York; Shoe Pavilion in Los Angeles, California; Sierra Snowboard in San Jose, California; Steve's Shoes in Kansas City, Kansas; Sun Apparel Warehouse in Philadelphia, Pennsylvania; Today's Man II in Camden, New Jersey; and Troutman's Emporium in Eugene, Oregon.

35. Applicant also has extensive experience representing creditors' committees in Delaware cases, including Big 10 Tires, Bob's Stores, Boscov's, Claim Jumper, Copelands Enterprises, Cosmetic Center, Domain, Eddie Bauer, Filene's Basement, Goody's, Gottschalks, Hancock Fabrics, J. Silver Clothing, Just for Feet, KB Toys, Kuppenheimers, Lids Corporation, Lillian Vernon, Loehmann's, Long John Silver's Restaurants, Mervyn's, Montgomery Ward II,

Pic 'N Pay Stores, Renaissance Cosmetics, Scotty's, Sharper Image, Today's Man I, Urban Brands, Weiner's Stores, Wickes and Woodworker's Warehouse.

36. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtors' chapter 11 cases in furtherance of Applicant's professional responsibilities as attorneys for the Committee.

37. During the Compensation Period, the partners, associates and para-professionals of Applicant devoted substantial time, 327.2 hours, in rendering professional services to the Committee, all of which time was reasonable and necessary.

38. Applicant, by experience, training and ability, is fully qualified to perform the services for which compensation is sought herein. Applicant represents or holds no interest adverse to the Committee with respect to the matters upon which it is engaged.

39. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these chapter 11 cases.

#### **EXPENSES**

40. Annexed as part of the summary sheet to this Application is a list of the necessary and actual disbursements incurred during the Compensation Period in connection with the above-described services. The list is derived from the information found beginning on page 13 of Exhibit "A". These records indicate that Applicant has advanced or will have advanced during the Compensation Period, the sum of **\$1,988.64** in necessary and actual out-of-pocket expenses. In addition, Applicant's request for reimbursement of expenses includes the reimbursable expenses of Committee members in the amount of **\$5,522.79**. A copy of the Committee member expense reimbursement forms and expense backup documentation is attached hereto as Exhibit

“B”. In connection with these expenses, it should be noted that Applicant charges \$1.00 per page for outgoing telefacsimilies with no charge for incoming telefacsimilies, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtors or the Committee or when Applicant’s personnel would work on this case through a normal meal period.

### CONCLUSION

41. Applicant respectfully submits that the professional services that it rendered during the Compensation Period were necessary and beneficial to the Committee and respectfully requests that this Court allow Applicant the sum of **\$212,478.50** for professional fees plus the sum of **\$7,511.43** representing Applicant’s actual and necessary out-of-pocket disbursements incurred during the Compensation Period (inclusive of Committee member reimbursable expenses). Pursuant to the Interim Compensation Order, Applicant requests that the Debtors be authorized and directed to pay Applicant 80% of its total fees billed during the Compensation Period (\$169,982.80) and 100% of its expenses to the extent no objection to this Application is filed.

### NOTICE, PRIOR APPLICATION AND CERTIFICATION

42. Pursuant to the Interim Compensation Order, notice of this Application has been provided to (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Debtors’ prepetition and postpetition lenders; and (iv) the US Trustee. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be given.

43. No previous application for the relief sought herein has been made to this or any other court.

Applicant has reviewed the requirements of the Local Rules and this Application complies with those rules.

**WHEREFORE**, Applicant hereby respectfully requests: (i) an interim allowance of compensation for Applicant's duly authorized, necessary and valuable services to the Committee during the Compensation Period in the aggregate amount of **\$212,478.50** and payment of 80% of such amount (\$169,982.80); (ii) reimbursement to Applicant for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of **\$7,511.43**; and (iii) such other and further relief as the Court deems just and proper.

Dated: November 19, 2010  
New York, New York

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 01136  
(212) 479-6000  
Lawrence C. Gottlieb (LG 2565)  
Cathy Hershcopf (CH 5875)  
Jeffrey L. Cohen (JC 2556)  
Michael Klein (MK 7479)

/s/ Lawrence C. Gottlieb

*Lead Counsel for the Official Committee Of  
Unsecured Creditors*