

**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. 189**

**DEBTORS' QUARTERLY STATEMENT FOR THE PERIOD
FROM SEPTEMBER 21, 2010 THROUGH AND INCLUDING
DECEMBER 31, 2010 CERTIFYING COMPLIANCE WITH THAT
CERTAIN ORDER AUTHORIZING DEBTORS' RETENTION AND
COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS, NUNC PRO TUNC TO THE PETITION DATE**

UBI Liquidating Corp. and its affiliated debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the "Debtors"), submit this statement certifying compliance (the "Statement of Compliance") with the terms of this Court's *Order Authorizing Debtors' Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business, Nunc Pro Tunc to the Petition Date*, dated October 13, 2010 [Docket No. 189] (the

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.

“OCP Order”). In support of the Statement of Compliance, the Debtors respectfully represent as follows:

Background

1. On September 21, 2010, the Debtors commenced these chapter 11 cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. The Debtors continue to operate their business 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 chapter 11 cases.

Certification of Compliance

2. The OCP Order authorizes the Debtors to employ, subject to various terms and conditions, the services of certain professionals (the “OCPs”) in the ordinary course of business.

3. The OCP Order directs that, beginning January 31, 2011 and on the last day of the subsequent month following the end of each quarter thereafter, the Debtors must file with the Court and serve on the Notice Parties² a Statement of Compliance reflecting each OCP paid during the immediately preceding three-month period. The Statement of Compliance shall include for each OCP: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported quarter; and (iii) a general description of the services rendered by that OCP. The required information relating to the period from September 21, 2010 to December 31, 2010 – is listed on Schedule 1 attached hereto.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the OCP Order.

Notice

4. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Statement of Compliance has been provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) counsel to the Official Committee of Unsecured Creditors; (iii) counsel to the Debtors' postpetition secured lender; and (iv) counsel to Trimaran. The Debtors respectfully submit that no further notice is required.

Dated: January 28, 2011
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Michael J. Merchant (No. 3854)
Paul N. Heath (No. 3704)
L. Katherine Good (No. 5101)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

*Attorneys for the Debtors and
Debtors in Possession*