

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

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| In re: |) | Chapter 11 |
| |) | |
| UBI Liquidating Corp., <u>et al.</u> , ¹ |) | Case No. 10-13005 (KJC) |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON FEBRUARY 16, 2011 AT 3:00 P.M. (EST)**²

I. CONTINUED MATTERS:

1. Debtors' Motion Pursuant to 11 U.S.C. §§ 105(a), 363, and 365, and Bankruptcy Rules 2002, 6004, and 6006 for (I) Entry of an Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Substantially All of the Debtors' Assets; (B) Approving Related Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Establishing Certain Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to Be Assigned; and (E) Granting Certain Related Relief; and (II) Entry of an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims,

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 The hearing will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at the February 16, 2011 hearing must contact COURTCALL, LLC at 866-582-6878 prior to **12:00 p.m. (noon) (Eastern Standard Time) on Tuesday, February 15, 2011** in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009*.

Encumbrances and Interests; (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (C) Establishing Assumption and Rejection Procedures for Certain Additional Executory Contracts and Unexpired Leases; (D) Approving Guidelines for Conducting Store Closing Sales; (E) Approving Agency Agreement; and (F) Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to 11 U.S.C. § 365(d)(4) [Docket No. 34; filed September 22, 2010]

Objections/Responses Received:

- A. Objection of North Riverside Park Associates LLC to Debtors' Proposed Cure Amount for Unexpired Lease of Nonresidential Real Property [Docket No. 208; filed October 15, 2010]
- B. Objection and Counterstatement of Preit Services, LLC to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned Pursuant to Section 365 of the Bankruptcy Code in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 209; filed October 15, 2010]
- C. Objection of Union Realty Company GP to Proposed Cure Amount in Debtor's Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets [Docket No. 210; filed October 15, 2010]
- D. Objection of Centro GA Apollo II Sub LLC to Proposed Cure Amounts [Docket No. 211; filed October 15, 2010]
- E. Objection of Green Acres Mall, LLC to Proposed Cure Amount [Docket No. 212; filed October 15, 2010]
- F. Objection of Alexander's King Plaza, LLC to Proposed Cure Amount [Docket No. 213; filed October 15, 2010]
- G. Jackson Metrocenter Mall Ltd's Limited Objection to Cure Claim Amount [Docket No. 215; filed October 15, 2010]
- H. G/W Jefferson-St. Jean, LLC's Limited Objection to Cure Claim Amount [Docket No. 216; filed October 15, 2010]
- I. Objection of EMG, LLC to Debtor's Notice of Proposed Lease Cure Amount [Docket No. 218; filed October 17, 2010]

- J. Objection of Hartz Mountain Metropolitan to Debtors' Proposed Cure Amount [Docket No. 219; filed October 18, 2010]
- K. Lease Cure Objection of Cohen/Jemal Partnership, LLC [Docket No. 220; filed October 18, 2010]
- L. Limited Objection of Dutch Square Limited Liability Company to Cure Amount [Docket No. 221; filed October 18, 2010]
- M. Limited Objection of Kimco Baton Rouge 1183, LLC and KIR Augusta II L.P. to Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 223; filed October 19, 2010]
- N. Limited Objection of BLDG-ICS Olney, LLC and CP Associates LLC to Debtors' Proposed Cure Amount for Unexpired Lease of Nonresidential Real Property [Docket No. 225; filed October 19, 2010]
- O. Objection of Hendon Golden East, LLC to Debtors' Motion Establishing Certain Notice Procedures for Determining Cure Amount for Executory Contracts and Leases to be Assigned [Docket No. 226; filed October 19, 2010]
- P. Objection of Culver Center Partners Georgia, LLC and Culver Center Partners Georgia - West #1 LLC, As Successor-in-Interest to DBSI, Inc., As Successor-in-Interest to Hendon Old National, LLC to Debtors' Motion Establishing Certain Notice Procedures for Determining Cure Amount for Executory Contracts and Leases to be Assigned [Docket No. 227; filed October 19, 2010]
- Q. Objection of HT West End, LLC to Debtors' Motion Establishing Certain Notice Procedures for Determining Cure Amount for Executory Contracts and Leases to be Assigned [Docket No. 228; filed October 19, 2010]
- R. Limited Objection of RREEF Management Company, The Prudential Insurance Company of America, and Watt Management Company to the Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 229; filed October 19, 2010]

- S. Limited Objection to Cure Amount by Chicago Building, L.L.C., By Its Management Agent, Mid-America Asset Management, Inc., the Landlord for the Chicago Building [Docket No. 230; filed October 19, 2010]
- T. Objection of EGI Properties, L.L.C. to Debtors' Proposed Cure Amount [Docket No. 231; filed October 19, 2010]
- U. Limited Objection to Cure Amount by C. Michelle Panovich of Mid-America Asset Management, Inc., As Court Appointed Receiver for Lincoln Mall [Docket No. 232; filed October 19, 2010]
- V. Objection (of Lincoln Center, a Michigan General Partnership) to Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 233; filed October 19, 2010]
- W. Limited Objection of Glimcher Properties Limited Partnership to Debtors' (1) Proposed Lease Cure Amounts and (2) Potential Assumption and Assignment of Certain Unexpired Leases [Docket No. 236; filed October 19, 2010]
- X. The Taubman Landlords' Precautionary Objection to the Motion for Approval of Sale of Assets and Potential Assumption and Assignment of Real Property Lease, Objection to Request for Authorization to Conduct Going Out of Business Sales, and Cure Claim Objection [Docket No. 237; filed October 19, 2010]
- Y. Objection of Inland US Management, LLC and Inland American Retail Management, LLC to Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned Pursuant to Section 365 of the Bankruptcy Code in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 238; filed October 19, 2010]
- Z. Limited Objection and Reservation of Rights of Banc of America Merchant Services, LLC to the Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 239; filed October 19, 2010]
- AA. Objection of Linder Ventures IV, L.L.C. to Debtor's Notice of Proposed Lease Cure Amount [Docket No. 240; filed October 19, 2010]

- BB. Objection (of Stony Island, LLC) to Cure Amount in Relation to Debtors' Sale Motion [Docket No. 241; filed October 19, 2010]
- CC. Objection to Cure Amounts by Westfield, LLC and Certain Affiliates in Accordance with Order (A) Establishing Bidding and Auction Procedures Related to the Sale of Substantially All of the Debtors' Assets; (B) Approving Related Bid Protections; (C) Scheduling an Auction and Sale Hearing; (D) Establishing Certain Notice Procedures for Determining Cure Amounts for Executory Contracts and Leases to be Assigned; and (E) Granting Certain Related Relief [Docket No. 242; filed October 19, 2010]
- DD. MSKP Orlando Square, LLC's (I) Objection to Proposed Cure Amount; and (II) Limited Objection to Debtor's Motion Seeking Entry of Order (A) Approving the Sale of Substantially All of the Debtor's Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Approving Guidelines for Conducting Store Closing Sales; (E) Approving Agency Agreement; and (F) Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to 11 U.S.C. § 365(d)(4); Declaration of Steven Messing Attached Hereto [Docket No. 244; filed October 19, 2010]
- EE. Objection of Developers Diversified Realty Corporation to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 248; filed October 19, 2010]
- FF. Letter from Tekmark Global Solutions, LLC in Support for Changing the Proposed Cure Amount [Docket No. 249; filed October 19, 2010]
- GG. Objection of Somerock University Mall Owner, LLC to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 250; filed October 19, 2010]
- HH. Objection of EMC Corporation to Proposed Cure Amount [Docket No. 251; filed October 19, 2010]
- II. Objection of General Growth Properties, Inc. to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in

Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 252; filed October 19, 2010]

- JJ. Limited Objection (of 490 Fulton Owner, LLC) to Debtors' Proposed Sale of Substantially All of Their Assets Free and Clear of All Liens, Claims and Encumbrances and Cure Notice and Amount [Docket No. 253; filed October 19, 2010]
- KK. Objection of Jones Lang LaSalle Americas, Inc. to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 254; filed October 19, 2010]
- LL. Objection of Weingarten Realty Investors to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 255; filed October 19, 2010]
- MM. Limited Objection of Town Centers, Ltd. to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 256; filed October 19, 2010]
- NN. Objection of Morris Prop Mgmt The Hub, LLC to Proposed Cure Amounts [Docket No. 258; filed October 19, 2010]
- OO. Objection of Thor Eastpoint Mall, LLC and Thor Gallery at Military Circle, LLC to Debtors' Proposed Cure Amount for Nonresidential Real Property Lease [Docket No. 259; filed October 19, 2010]
- PP. Limited Objection of CBL & Associates Management, Inc., as Managing Agent for Various Landlords, to Debtors' Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of All of the Debtor's Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 261; filed October 19, 2010]

- QQ. Objection of Connecticut General Life Insurance Company to Proposed Assumption and Assignment of Its Agreements Pursuant to Corrected Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned Pursuant to Section 365 of the Bankruptcy Code in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 264; filed October 19, 2010]
- RR. Objection of CIBER, Inc. to Proposed Cure Amount [Docket No. 266; filed October 19, 2010]
- SS. Objection of Jubilee Christian Church International, Inc., Landlord, to Proposed Cure Amount Set Forth in *Corrected* Notice of Executory Contracts and Leases Which May Be Assumed [Docket No. 411; filed October 22, 2010]
- TT. Objection of the Wholly-Owned Subsidiaries of Verizon Communications Inc. to Debtors' Proposed Cure Amount [Docket No. 414; filed October 22, 2010]
- UU. Objections of Thor Eastpoint Mall LLC and Thor Gallery at Military Circle LLC to Debtors' Proposed Cure Amount for Nonresidential Real Property Lease [Docket No. 418; filed October 25, 2010]
- VV. Amended Objection of Hartz Mountain Metropolitan to Debtors' Proposed Cure Amount [Docket No. 650; filed January 6, 2011]
- WW. Correspondence Received from Fair Haven Consulting Objecting to Cure Amount

Related Documents:

- i. Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 100; filed September 29, 2010]
- ii. *Corrected* Notice of Executory Contracts and Unexpired Leases Which May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially All of the Debtors' Assets and the Proposed Cure Amounts with Respect Thereto [Docket No. 104; filed September 30, 2010]

- iii. Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (C) Establishing Assumption and Rejection Procedures for Certain Additional Executory Contracts and Unexpired Leases; (D) Approving Guidelines for Conducting Store Closing Sales; (E) Approving Agency Agreement; and (F) Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property Pursuant to 11 U.S.C. § 365(D)(4) [Docket No. 434, entered October 27, 2010]

Status: The hearing with respect to all cure objections is continued to the next omnibus hearing scheduled for March 23, 2011 at 1:00 p.m. (EDT).

2. Motion of Gwendolyn Scott-Adams for Relief from Stay Under Bankruptcy Code Section 362(d), Bankruptcy Rule 4001 and Local Bankruptcy Rule 4001-1 [Docket No. 538; filed November 30, 2010]

Objection Deadline: December 10, 2010 at 4:00 p.m. (EST); extended to January 6, 2011 at 4:00 p.m. (EST).

Objections/Responses Received: None to date.

Related Documents:

- i. Declaration of Charles H. Jeanfreau in Support of Motion of Gwendolyn Scott-Adams for Relief from Stay Under Bankruptcy Code Section 362 (d), Bankruptcy Rule 4001 and Local Bankruptcy Rule 4001-1 [Docket No. 539; filed November 30, 2010]
- ii. Exhibits "A" and "B" to Declaration of Charles H. Jeanfreau in Support of Motion of Gwendolyn Scott-Adams for Relief from Stay [Docket No. 541; filed December 1, 2010]

Status: The parties have resolved this matter and are working to document the resolution.

II. UNCONTESTED MATTER WITH CERTIFICATION OF NO OBJECTION:

3. Motion of Debtors and Debtors in Possession for Entry of an Order Pursuant to Section 1121 of the Bankruptcy Code Extending the Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and Solicit Votes Thereon [Docket No. 676; filed January 18, 2011]

Objection Deadline: February 2, 2011 at 4:00 p.m. (EST).

Objections/Responses Received: None to date.

Related Documents:

- i. Certification of No Objection Regarding Motion of the Debtors and Debtors in Possession for Entry of an Order Pursuant to Section 1121 of the Bankruptcy Code Extending the Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and Solicit Votes Thereon [Docket No. 809; filed February 7, 2011]

Status: On February 7, 2011, the Debtors filed a certification of no objection with respect to this matter. Accordingly, no hearing is necessary unless the Court has any questions or concerns.

III. UNCONTESTED MATTER GOING FORWARD:

4. Motion of Two-One-Two New York, Inc. for Allowance and Payment of Administrative Expense Pursuant to 11 U.S.C. § 503(b)(9) [Docket No. 467; filed November 5, 2010]

Objection Deadline: December 10, 2010 at 4:00 p.m. (EST); extended to January 6, 2011 at 4:00 p.m. (EST).

Objections/Responses Received: None to date.

Related Documents: None to date.

Status: The parties are working to finalize a stipulation and proposed order resolving this matter and intend to submit a proposed order under certification of counsel.

IV. FIRST INTERIM FEE APPLICATIONS:

5. See index attached as Exhibit A.

Related Documents:

- i. Certification of Counsel Regarding Omnibus Order Awarding Interim Allowance of Compensation for Services Rendered and for Reimbursement of Expenses [Docket No. 871; filed February 14, 2011]

Status: A hearing binder containing the applicable fee applications was submitted to the Court on February 9, 2011. The Debtors have filed a proposed omnibus form of order approving the applications under certification of counsel. Accordingly, a hearing is necessary only to the extent that the Court has questions.

Dated: February 14, 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)
Julie A. Finocchiaro (No. 5303)
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