

**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.	:	Objection Deadline: March 7, 2011 at 4:00 p.m.

**THIRD MONTHLY FEE APPLICATION OF BALLARD SPAHR LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Name of Applicant:	<u>BALLARD SPAHR LLP</u>
Authorized to Provide Professional Services to:	<u>OFFICIAL COMMITTEE OF UNSECURED CREDITORS</u>
Date of Retention:	<u><i>Nunc Pro Tunc</i> to October 1, 2010</u>
Period for which compensation and reimbursement is sought:	<u>December 1, 2010 through December 31, 2010</u>
Amount of Compensation sought as	

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.

actual, reasonable and necessary: \$3,466.00

Amount of Expense Reimbursement sought
as actual, reasonable and necessary: \$1,157.72

This is a: Monthly Fee Application

Prior Applications:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
11/20/10	10/1/10 though 10/31/10	\$32,033.00/\$11.20	\$25,626.40/\$11.20
12/23/10	11/1/10 though 11/30/10	\$8,828.00/\$1,861.35	\$7,062.40/\$1,861.35

**SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS RENDERING
SERVICES FROM DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Tobey M. Daluz	Joined firm as Partner in 2002. Member DE bar since 2000. Member PA bar since 1990.	\$600	1.3	\$780.00
Leslie C. Heilman	Joined firm as Associate in 2005. Member DE, PA and NJ bars since 2005.	\$340	3.8	\$1,292.00
Jason E. Kittinger	Joined firm as paralegal in 2010. Paralegal for ten years.	\$170	8.2	\$1,394.00
Grand Total:			13.3	\$3,466.00
Blended Rate:				\$260.60
Blended Rate (excluding paralegal and paraprofessional time):				\$406.27

Dated: February 14, 2011

COMPENSATION BY PROJECT CATEGORY

Project Category (Examples)	Total Hours Billed	Total Fees
Case Administration – B110	1.5	\$486.00
Relief from Stay Proceedings – B140	0.1	\$34.00
Fee/Employment Applications – B160	11.4	\$2,844.00
Assumption/Rejection of Leases/Contracts – B185	0.3	\$102.00
Total:	13.3	\$3,466.00

EXPENSE SUMMARY

Expense Category (Examples)	Service Provider (if applicable)	Total Expenses
In-house Duplicating		\$55.00
Delivery Service		\$232.50
Duplicating Services		\$870.22
Total		\$1,157.72

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	:	
Debtors.	:	Objection Deadline: March 7, 2011 at 4:00 p.m.
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**THIRD MONTHLY FEE APPLICATION OF BALLARD SPAHR LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
DECEMBER 1, 2010 THROUGH DECEMBER 31, 2010**

Ballard Spahr LLP ("Ballard Spahr"), Co-Counsel to the Official Committee of Unsecured Creditors (the "Committee"), hereby submits its Third Monthly Fee Application for Compensation and Reimbursement of Expenses for the Period December 1, 2010 through December 31, 2010 (the "Application"), pursuant to 11 U.S.C. §§ 327, 328, 329, 330 and 331, Federal Rule of Bankruptcy Procedure 2016, Local Bankruptcy Rule 2016-2, the 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

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.

Professionals, entered on October 13, 2010 (the "Interim Compensation Order") [D.I. 192], and the Guidelines for reviewing Applications for Compensation and Reimbursement of Expenses promulgated by the Executive Office of the United States Trustee pursuant to 28 U.S.C. § 586(a)(3)(A). By this Application, Ballard Spahr, as Co-Counsel to the Committee in this proceeding, seeks approval and payment of compensation for legal services performed and expenses incurred during the period commencing December 1, 2010 through and including December 31, 2010 the ("Compensation Period"). In support hereof, Ballard Spahr respectfully represents as follows:

FACTUAL BACKGROUND

1. On September 21, 2010, (the "Petition Date"), the Debtors each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (as amended) (the "Bankruptcy Code") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their property as debtors-in-possession. No trustee or examiner has been appointed in this case.

2. On October 1, 2010, the Office of the United States Trustee (the "U.S. Trustee") appointed the Committee, consisting of the following seven members: (i) Angel Made in Heaven, Inc.; (ii) Natural Collection Corp.; (iii) Signsorce, Inc.; (iv) Rosenthal & Rosenthal, Inc.; (v) GGP Limited Partnership; (vi) Simon Property Group, Inc.; and (vii) International Inspirations, Ltd. Subsequent to the U.S. Trustee's appointment, the Committee elected to retain and employ Cooley LLP and Ballard Spahr as its counsel, and Loughlin Meghji + Company Inc. as its financial advisor.

3. On November 12, 2010, the Court entered the 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 [D.I. 493].

II. COMPENSATION AND REIMBURSEMENT OF EXPENSES

4. Ballard Spahr submits this Application to the Bankruptcy Court for an allowance of reasonable compensation for actual and necessary professional services provided to the Committee as its co-counsel in this case from December 1, 2010 through December 31, 2010, and for reimbursement of actual and necessary out-of-pocket expenses incurred in representing the Committee during the Compensation Period. All included services and costs for which Ballard Spahr seeks compensation were performed for, or on behalf of, the Committee during the Compensation Period.

5. By this Application, Ballard Spahr seeks: (a) allowance of compensation in the amount of \$3,466.00 for legal services rendered during the Compensation Period, and allowance of reimbursement in the amount of \$1,157.72 for expenses incurred and disbursed during the Compensation Period, and (b) payment of compensation in the amount of \$2,772.80 (80% of the Compensation requested) and reimbursement of expenses incurred by Ballard Spahr during the Compensation Period in the amount of \$1,157.72.

6. For the Bankruptcy Court's review, a summary containing the names of each Ballard Spahr professional and paraprofessional rendering services to the Committee during the Compensation Period, their customary billing rates, the time expended by each professional and paraprofessional, and the total value of time incurred by each professional and paraprofessional, is attached as **Exhibit A**.

7. In addition, **Exhibit A** contains computer-printouts reflecting the time recorded for services rendered by Ballard Spahr on a daily basis during the Compensation Period and descriptions of the services provided, identified by project task categories.

8. **Exhibit B** contains a breakdown of expenses incurred and disbursed by Ballard Spahr during the Compensation Period. Ballard Spahr has incurred out-of-pocket expenses during the Compensation Period in the amount of \$1,157.72. This sum is broken down into categories of charges, including, *inter alia*, filing fees, telephone charges, mail and express mail charges, special or hand delivery charges, travel expense, and photocopying charges. Ballard Spahr's rate for duplication is \$.10 per page. Ballard Spahr also uses outside duplication services (at a lesser rate) for large photocopy work. Ballard Spahr has not charged or sought reimbursement for incoming or outgoing facsimile transmissions.

III. ANALYSIS AND NARRATIVE DESCRIPTION OF SERVICES RENDERED AND TIME EXPENDED

9. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that bankruptcy courts may award "reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person." 11 U.S.C. § 330(a)(1)(A). The attorneys requesting compensation from the bankruptcy estate bear the burden of demonstrating to the Bankruptcy Court that the services performed and fees incurred were reasonable.

10. In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the Court shall consider, pursuant to 11 U.S.C. § 330(a)(3), the nature, extent, and the value of such services, taking into account all relevant factors, including: (A) the time spent on such services, (B) the rates charged for such services, (C) whether the services were necessary to the administration of, or beneficial at the

time at which the service was rendered toward the completion of, a case under the Bankruptcy Code, (D) whether the services were performed within a reasonable time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, (E) with respect to a professional person, whether the person is board certifies or otherwise has demonstrated skill and experience in the bankruptcy field, and (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. 11 U.S.C. § 330(a)(3)(A)-(F).

11. Ballard Spahr charged and now requests those fees that are customary and charged by most counsel in this marketplace for similar Chapter 11 cases. Billing rates set forth in Ballard Spahr's Summary of Professionals and Paraprofessionals Rendering Services From December 1, 2010 through December 31, 2010 represent customary rates routinely billed to the firm's many clients. (See **Exhibit A**). Moreover, Ballard Spahr stated in its Retention Application and accompanying Affidavit that it would be compensated on an hourly basis, plus reimbursement of actual, reasonable and necessary out-of-pocket expenses incurred by the firm. Here, the compensation requested does not exceed the reasonable value of the services rendered. Ballard Spahr's standard hourly rates for work of this nature are set at a level designed to fairly compensate Ballard Spahr for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

12. In addition, as set forth in its Retention Application, the Committee believed that the retention of Ballard Spahr as its co-counsel would be cost-effective and efficient since the retention of co-counsel on the terms set forth in that application would prevent, among other things, the incurring of unnecessary costs and expenses associated with the appearance of New York counsel at each and every pro forma hearing and creditors' meeting pursuant to section 341 of the Bankruptcy Code.

13. Further, the Committee sought to retain Ballard Spahr as its co-counsel due to its extensive experience and knowledge in the field of Committees' and creditors' rights, and because of its expertise, experience and knowledge practicing before the Bankruptcy Court in matters that were likely to arise in this case before this court.

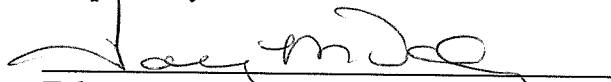
14. This Application covers the period from December 1, 2010 through and including December 31, 2010. Although every effort was made to include all fees and expenses from the Compensation Period in this Application, some fees and/or expenses from the Compensation Period might not be included in this fee application due to delays in processing time and receipt of invoices for expenses and/or for preparation of the instant application subsequent to the Compensation Period. Accordingly, Ballard Spahr reserves the right to make further application to the Bankruptcy Court for allowance of fees and expenses not included herein.

15. Ballard Spahr believes that the instant application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Interim Compensation Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Verification of Tobey M. Daluz is attached hereto as **Exhibit C**.

WHEREFORE, Ballard Spahr respectfully requests entry of an Order (a) awarding to Ballard Spahr allowance of compensation for professional services rendered in the amount of \$3,466.00 (and payment in the amount of \$2,772.80) and reimbursement of expenses in the amount of \$1,157.72 and (b) granting such other and further relief as may be appropriate.

Dated: February 14, 2011
Wilmington, Delaware

Respectfully submitted:



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