

**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. 434

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
STIPULATION AUTHORIZING EXTENSION OF DESIGNATION
DEADLINE FOR CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

The undersigned hereby certifies as follows:

1. On October 27, 2010, the United States Bankruptcy Court for the District of Delaware (the “Court”) entered the *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*

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.

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] (the “Sale Order”). Pursuant to the Sale Order, New Ashley Stewart Inc. (“New Ashley Stewart”) purchased substantially all of the assets of the above-captioned debtors and debtors in possession (the “Debtors”) pursuant to that certain Amended and Restated Asset Purchase Agreement made and entered into as of October 27, 2010 (the “Purchase Agreement”).²

2. The Sale Order and the Purchase Agreement established 5:00 p.m. (prevailing Eastern time) on the date that is one hundred twenty (120) days from the Closing Date as the Designation Deadline. Section 2.5(b) of the Purchase Agreement provides, *inter alia*, “in the event that the Buyer or the Buyer Designee has not provided a written designation to assume and assign or reject any Non-Real Property Contract or Real Property Lease at least ten (10) business days prior to the Designation Deadline, then such Non-Real Property Contract or Real Property Lease shall be deemed excluded and rejected and the Selling Entities may move to reject such Non-Real Property Contract or Real Property Lease as of the Designation Deadline.”

3. As of February 14, 2011, New Ashley Stewart identified and designated approximately 177 Real Property Leases to be assumed by the Debtors and assigned to New Ashley Stewart. New Ashley Stewart is continuing to negotiate with certain landlords regarding the Real Property Leases identified on Exhibit A to the Stipulation (as defined below) (the “Extended Real Property Leases”) and wishes to extend the Designation Deadline for the Extended Real Property Leases to March 31, 2011. The counterparties to the Extended Real Property Leases have consented to the extension of the Designation Deadline to March 31, 2011.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Purchase Agreement.

Additionally, the Debtors and the Official Committee of Unsecured Creditors have consented to the extension of the Designation Deadline to March 31, 2011. The Debtors, the Official Committee of Unsecured Creditors and New Ashley Stewart (collectively, the “Parties”) have entered into the *Stipulation Authorizing Extension of Designation Deadline for Certain Non-Residential Real Property Leases* (the “Stipulation”), a copy of which is attached to the Proposed Order (as defined below) as Exhibit 1. The Parties have prepare a proposed form of order approving the stipulation (the “Proposed Order”) attached hereto as Exhibit A.

WHEREFORE, the Debtors respectfully request that the Proposed Order, attached hereto as Exhibit A, be entered at the Court’s earliest convenience.

Dated: February 16, 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*