

EXHIBIT A

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

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

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

Upon consideration of the Stipulation Authorizing Extension of Designation Deadline for Certain Non-Residential Real Property Leases entered into by the above-referenced debtors and debtors-in-possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), the Official Committee of Unsecured Creditors (the “Committee”) in the Chapter 11 Cases and New Ashley Stewart, Inc. (“New Ashley Stewart” and, collectively with the Debtors and the Committee, the “Parties”) on or about February 16, 2011, a copy of which is

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.

annexed hereto as Exhibit 1 (the “Stipulation”); and the Court having reviewed the Stipulation; and after due deliberation and for good cause shown,

IT IS HEREBY ORDERED as follows:

1. The Stipulation is approved.
2. Paragraphs 1 through 11 of the Stipulation are incorporated as if set forth in full herein.
3. This Court shall retain jurisdiction with respect to any matters related to or arising from the implementation of this Order.

Dated: _____, 2011
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

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

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

**STIPULATION AUTHORIZING
EXTENSION OF DESIGNATION DEADLINE FOR
CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

This stipulation (the “Stipulation”) is entered into between UBI Liquidating Corp. on behalf of itself and the above-referenced debtors and debtors-in-possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), the Official Committee of Unsecured Creditors (the “Committee”) in the Chapter 11 Cases and New Ashley Stewart, Inc. (“New Ashley Stewart” and, collectively with the Debtors and the Committee, the “Parties”).

For the purposes of this Stipulation only, the Parties hereby stipulate to the following facts and settlement:

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.

WHEREAS, on September 21, 2010, the Debtors commenced the Chapter 11 Cases by filing their voluntary petitions for relief pursuant to chapter 11, title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to operate their business and manage their respective properties as debtors-in-possession; and

WHEREAS, on October 27, 2010, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy 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 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 “Order”); and

WHEREAS, pursuant to the Order, New Ashley Stewart purchased substantially all of the assets of 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 and

WHEREAS, the 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; and

WHEREAS, 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

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

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;” and

WHEREAS, as of February 14, 2011, New Ashley Stewart has identified and designated approximately 177 Real Property Leases to be assumed by the Debtors and assigned to New Ashley Stewart; and

WHEREAS, New Ashley Stewart continues to negotiate with certain landlords regarding the Real Property Leases identified on Exhibit A hereto (the “Extended Real Property Leases”) and wishes to extend the Designation Deadline for the Extended Real Property Leases to March 31, 2011; and

WHEREAS, the counterparties to the Extended Real Property Leases have consented to the extension of the Designation Deadline to March 31, 2011;

WHEREAS, this Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334; and

WHEREAS, the Parties wish to extend the Designation Deadline pursuant to the terms hereof:

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED THAT, UPON ENTRY OF AN ORDER APPROVING THIS STIPULATION:

1. The Designation Deadline for the Extended Real Property Leases is hereby extended to 5:00 p.m. (prevailing Eastern time) on March 31, 2011.
2. All references to the Designation Deadline with respect to the Extended Real Property Leases in the Purchase Agreement and the Order shall mean 5:00 p.m. (prevailing Eastern time) on March 31, 2011.

3. In the event that New Ashley Stewart has not provided a written designation to assume and assign or reject any Extended Real Property Lease at least ten (10) business days prior to the Designation Deadline, March 17, 2011, then such Extended Real Property Lease shall be deemed excluded and rejected and the Selling Entities may move to reject such Extended Real Property Lease as of the Designation Deadline.

4. Notwithstanding anything to the contrary in the Purchase Agreement (including section 7.7(d)(ii)(B) thereof), following the entry of orders approving the assumption and assignment to New Ashley Stewart of the Debtors' contracts with ADP, Inc. regarding payroll processing, New Ashley Stewart shall process the payroll for the Selected Employees at the Designated Stores relating to the Extended Real Property Leases.

5. The effective date of this Stipulation shall be February 14, 2011.

6. This Stipulation shall be binding upon the Parties hereto and their respective, successors and/or assigns and shall inure to the benefit of the Parties hereto and their respective, successors and/or assigns.

7. This Stipulation may not be altered, modified or changed, unless in writing and signed by all the Parties hereto.

8. By signing this Stipulation, each of the Parties hereto acknowledges that it has read all of the terms of the Stipulation and enters into its terms voluntarily and without duress, and it has the authority to bind itself to this Stipulation.

9. This Stipulation shall be deemed to have been jointly drafted by the Parties in construing and interpreting this Stipulation. No provision shall be construed and interpreted for or against any of the Parties because such provision, or any other provision of this Stipulation, or the Stipulation as a whole, was recorded, prepared, or requested by such party.

10. This Stipulation may be signed in multiple counterparts and by facsimile or electronic mail transmission, each of which, when taken together, shall constitute one original document.

11. The Bankruptcy Court shall retain jurisdiction to interpret and enforce, and to resolve any disputes arising under, this Stipulation.


[Signature Page Follows]

Dated this 16th day of February, 2011.

UBI LIQUIDATING CORP., on behalf of
itself and its affiliate Debtors in the Chapter 11
Cases

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CREDITORS

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NEW ASHLEY STEWART, INC.

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EXHIBIT A

#	NAME	ADDRESS	CITY	STATE	Zip	Entity	LL Name	Management	LL Address	LL City	LL State	LL Zip	Lease Date
EXHIBITIONS													
102	Green Acres Mall	1086 Green Acres Mall	Valley Stream	NY	11581	Large Apparel of New York, Inc.	Green Acres Mall, LLC	Vornado Realty Trust	210 Route 4 East	Paramus	NJ	07652	8/8/1994
107	Kings Plaza Mall	5330 Kings Plaza, Space C4	Brooklyn	NY	11234	Large Apparel of New York, Inc.	Alexander's King Plaza, LLC	Vornado Realty Trust	210 Route 4 East	Paramus	NJ	07652	2/6/2007
111	Union	1721 E. Monte Ave Rt 22	Union	NJ	07083	Large Apparel of New Jersey, Inc.	Union VF, LLC	Vornado Realty Trust	210 Route 4 East	Paramus	NJ	07652	10/6/1992
127	Cheltenham Sq	2385 Cheltenham Avenue #150	Philadelphia	PA	19160	Large Apparel of Pennsylvania, Inc.	The Cheltenham Mall, L.P.	The Equinox, LLC	25 W. 38th Street	New York	NY	10018	4/16/2007
184	N. Riverside	7501 W. Cermak Road, Space K-5	North Riverside	IL	60546	Large Apparel of Illinois, Inc.	The Fiat Organization	Jentrey Management/Frat Group	Seven Penn Plaza	New York	NY	10001	8/25/2009
256	Rockaway Parkway	1449 Rockaway Parkway	Brooklyn	NY	11238	Large Apparel of New York, Inc.	Rothstein Family, Ltd.	Rothstein Family, Ltd.	1201 Ocean Drive, 2006 N	Hollywood	FL	33019	2/15/2000
315	Palmmark Shopping Center	135-02 Springfield Blvd	Queens	NY	11413	Large Apparel of New York, Inc.	Makone Group Springtex, LLC	Makone Group Springtex, LLC.	134-01 20th Avenue, College Point	New York	NY	11356	10/12/01
321	Chabam Square	8658 S. Cottage Grove Ave, Space #2	Chicago	IL	60620	Large Apparel of Illinois, Inc.	Cole Taylor Bank, as Trustee c/o crown Commercial	Crown Commercial Real Estate & Dev	620 Butlerout Trail	Frankfort	IL	60423	11/27/2001
331	Eastgate Shopping Center	5332 Park Avenue	Memphis	TN	38117	Large Apparel of Tennessee, Inc.	Batz Enterprises	Batz Enterprises	100 Peabody Plaza, Suite 1400	Memphis	TN	38103	3/27/2002