

UNITED STATES BANKRUPTCY COURT
Southern District of New York

<u>In re</u>)	Chapter 11
)	
United Retail Group, Inc., et al.,)	Case No. 12-10405 (SMB)
)	
Debtors.)	(Jointly Administered)
)	

SCHEDULES OF ASSETS AND LIABILITIES FOR

United Retail Group, Inc.

Case No: 12-10405

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re: United Retail Group, Inc.

Case No. 12-10405

Chapter 11

SUBJECT TO GLOBAL NOTES AND SPECIFIC NOTES TO THESE SCHEDULES

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED

NAME OF SCHEDULE	ATTACHED YES / NO	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - REAL PROPERTY	YES	1	\$0		
B - PERSONAL PROPERTY	YES	7	\$4,133,838		
C - PROPERTY CLAIMED AS EXEMPT	NO	0			
D - CREDITORS HOLDING SECURED CLAIMS	YES	4		\$34,721,674	
E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Total of claims on Schedule E)	YES	2			
F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS	YES	3		(\$20,861,460)	
G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES	YES	14			
H - CODEBTORS	YES	1			
I - CURRENT INCOME OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
J - CURRENT EXPENDITURES OF INDIVIDUAL DEBTOR(S)	NO	0			N/A
Total number of sheets of all Schedules		32			
			Total Assets >	\$4,133,838	
				Total Liabilities >	\$13,860,214

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

United Retail Group, Inc.

Case Number: 12-10405

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

General

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by United Retail Group, Inc. ("URG") and its affiliated debtors in these jointly administered chapter 11 cases (collectively, the "Debtors") pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") were prepared, pursuant to section 521 of title 11 of the United States Code (the "Bankruptcy Code") and rule 1007 of the Federal Rules of Bankruptcy Procedure, by the Debtors' management, with the assistance of the Debtors' professional advisors, and are unaudited. While the Debtors' management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances, based on information that was available to it at the time of preparation, subsequent information or discovery may result in material changes to these Schedules and Statements, and inadvertent errors or omissions may have occurred. Because the Schedules and Statements contain unaudited information, which is subject to further review, verification, and potential adjustment, there can be no assurance that these Schedules and Statements are complete. The Debtors reserve all rights to amend the Schedules and Statements from time to time, in all respects, as may be necessary or appropriate, including the right to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and Statements as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these chapter 11 cases, including issues involving substantive consolidation, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

The Schedules and Statements have been signed by Gregory Bouquet, Chief Financial Officer of URG. Accordingly, in reviewing and signing the Schedules and Statements, Mr. Bouquet necessarily relied upon the efforts, statements, and representations of the Debtors' other personnel and professionals. Mr. Bouquet has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors, classification of such amounts, and their addresses.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

Description of Cases

On February 1, 2012 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court. The Debtors' chapter 11 cases have been procedurally consolidated for the purpose of joint administration under Case No. 12-10405 (SMB). The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: United Retail Group, Inc. (3670); Avenue Gift Cards, Inc (5281); United Distribution Services, Inc. (8531); United Retail Holding Corporation (1251); United Retail Incorporated (5670); and United Retail Logistics Operations Incorporated (5672). 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.

Basis of Presentation

These Schedules and Statements do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to fully reconcile to the financial statements prepared by the Debtors. Unlike the Debtors' consolidated financial statements, these Schedules and Statements reflect the assets and liabilities of each separate Debtor, except where otherwise indicated. Information contained in the Schedules and Statements has been derived from the Debtors' books and records and historical financial statements.

Amendment

Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; inadvertent errors or omissions, however, may exist. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements from time to time as is necessary and appropriate.

Confidential or Sensitive Information

There may be instances in which certain information in the Schedules and Statements intentionally has been redacted due to the nature of an agreement between a Debtor and a third party, concerns about the confidential or commercially sensitive nature of certain information, or concerns for the privacy of an individual. The alterations will be limited to only what is necessary to protect the Debtor or third party and will provide interested parties with sufficient information to discern the nature of the listing.

Causes of Action

Despite their reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in their Schedules and Statements, including avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such claims, causes of actions, or avoidance actions or in any way prejudice or impair the assertion of such claims.

**UNITED STATES BANKRUPTCY COURT
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING
DEBTOR'S SCHEDULES AND STATEMENTS**

Recharacterization

The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements. Due to the complexity and size of the Debtors' business, however, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available.

Claim Designation

Any failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to dispute, or to assert offsets or defenses to, any claim reflected in their Schedules or Statements on any grounds, including amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." Moreover, the Debtors reserve all of their rights to amend their Schedules and Statements as necessary and appropriate, including with respect to claim description and designation.

Unliquidated Claim Amounts

Claim amounts that could not be readily quantified by the Debtors are scheduled as "unliquidated."

Bankruptcy Court Orders

Pursuant to certain orders of the Bankruptcy Court entered in the Debtors' chapter 11 cases, the Debtors were authorized (but not directed) to pay, among other things, certain prepetition claims of employees, taxing authorities, carriers, vendors, and certain other prepetition creditors. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and therefore generally are not listed in the Schedules and Statements.

Value of Assets

It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values as of the Petition Date are reflected on the Schedules and Statements. Exceptions to this include operating cash and certain other assets. Operating cash is presented as bank balances as of the Petition Date. Certain other assets, such as investments in subsidiaries and other intangible assets, are listed at undetermined amounts, as the net book values may differ materially from fair market values. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve all of their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items that are designated as "unliquidated" or identified as "unknown" or "undetermined" and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements.

Dates

The information provided herein, except as otherwise noted, represents the asset and liability data of the Debtors as of January 28, 2012.

Specific Notes

These General Notes are in addition to the specific notes set forth in the Schedules and Statements of the individual Debtor entities. The fact that the Debtors have prepared a Global Note with respect to a particular Schedule or Statement and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the Debtors' remaining Schedules or Statements, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment to a Schedule or Statement, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment.

Liabilities

The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve the right to amend the Schedules and Statements as they deem appropriate in this regard.

Excluded Assets and Liabilities

The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including accrued salaries, employee benefit accruals, and accrued accounts payable. The Debtors also have excluded rejection damage claims of counterparties to executory contracts and unexpired leases that have been or may be rejected, to the extent such damage claims exist. In addition, certain immaterial assets and liabilities may have been excluded. Pursuant to certain Bankruptcy Court orders, the Debtors have been granted authority to pay certain prepetition obligations to, among others, employees, taxing authorities, carriers, and vendors. Accordingly, these liabilities may have been or may be satisfied in accordance with such orders and therefore may not be listed in the Schedules and Statements.

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Leases

The Debtors have not included in the Schedules and Statements the future obligations of any capital or operating leases.

Contingent Assets

The Debtors believe that they may possess certain claims and causes of action against various parties. Additionally, the Debtors may possess contingent claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have set forth all of their causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have and nothing contained in these Global Notes or the Schedules and Statements shall be deemed a waiver of any such claims, avoidance actions, or causes of action or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliated entities (both Debtor and non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement, and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, and (vi) warranties. Additionally, before the Petition Date, each Debtor, as plaintiff, may have commenced various lawsuits in the ordinary course of its business against third parties seeking monetary damages. Refer to each Statement, item 4(a)(i), for lawsuits commenced before the Petition Date in which the Debtor was a plaintiff.

Guaranties and Other Secondary Liability Claims

The Debtors have used reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties") in each of their executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule G for the Debtor or Debtors affected by such Guaranties. The Debtors, however, believe that certain Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. Thus, the Debtors reserve all of their rights to amend the Schedules to the extent that additional Guaranties are identified.

Intellectual Property Rights

Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise have expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise have not expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all intellectual property rights.

Estimates

To prepare and file the Schedules shortly after the Petition Date, management was required to make certain estimates and assumptions that affected the reported amounts of these assets and liabilities.

Fiscal Year

Each Debtor's fiscal year ends on the Saturday closest to December 31. For 2011, the fiscal year end was December 31.

Currency

Unless otherwise indicated, all amounts are reflected in U.S. dollars.

Property Equipment

Unless otherwise indicated, owned property and equipment are stated at net book value. The Debtors may lease furniture, fixtures, and equipment from certain third party lessors. Any such leases are set forth in the Schedules and Statements. Nothing in the Schedules and Statements is or shall be construed as an admission as to the determination as to the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to same.

Claims of Third-Party Related Entities

While the Debtors have made every effort to properly classify each claim listed in the Schedules as being either disputed or undisputed, liquidated or unliquidated, and contingent or noncontingent, the Debtors have not been able to fully reconcile all payments made to certain third parties and their related entities on account of the Debtors' obligations to same.

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Umbrella or Master Agreements

Contracts listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor that signed the original umbrella or master agreement.

Insiders

The Debtors have attempted to include all payments (and in the case of the parent, other intercompany activity) made over the 12 months preceding the Petition Date to any individual or entity deemed an "insider." For these purposes, "insider" is defined as (1) an individual or entity owning 5% or greater of URG, (2) an officer or director of URG, or (3) an entity related to an insider. The listing of a party as an "insider," however, is not intended to be nor should be construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved, nor does such listing intend to modify the meaning of "insider" as that term is defined in section 101(31) of the Bankruptcy Code.

Payments

The financial affairs and businesses of the Debtors are complex. Before the Petition Date, the Debtors participated in a consolidated cash management system through which certain payments were made by one entity on behalf of another. As a result, certain payments in the Schedules and Statements may have been made prepetition by one entity on behalf of another entity through the operation of the consolidated cash management system.

Totals

All totals that are included in the Schedules and Statements represent totals of all the known amounts included in the Schedules and Statements.

UNITED STATES BANKRUPTCY COURT
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SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Check this box if debtor has no real property to report on this Schedule A.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM

UNITED STATES BANKRUPTCY COURT
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SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only on Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property". If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X		
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		See Attached Schedule B-2	\$4,133,838
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamps, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of policy and itemize surrender or refund value of each.		See Attached Schedule B-9	Undetermined
10. Annuities. Itemize and name each issuer.	X		

UNITED STATES BANKRUPTCY COURT
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Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property". If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans.	X		
13. Stock and interests in incorporated and unincorporated business. Itemize.		See Attached Schedule B-13	Undetermined
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.	X		
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		

UNITED STATES BANKRUPTCY COURT
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If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property". If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		

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If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property". If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	NET BOOK VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.	X		
29. Machinery, fixtures, equipments, and supplies used in business.	X		
30. Inventory	X		
31. Animals	X		
32. Crops - growing or harvested. Give particulars	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		

United Retail Group, Inc.

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Exhibit B-2

Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives

Bank Name	Account Description	Address	Balance
CHASE	US CUSTOMS	1411 BROADWAY FLOOR 5 NEW YORK, NY 10018	\$74,995
CHASE	MAIN CONCENTRATION ACCOUNT	1411 BROADWAY FLOOR 5 NEW YORK, NY 10018	\$2,238,401
WELLS FARGO BANK	MASTER CONCENTRATION ACCOUNT	40 WEST 57TH STREET 21ST FLOOR NEW YORK, NY 10019	\$1,901,603
WELLS FARGO BANK	LC FUNDING ACCOUNT	40 WEST 57TH STREET 21ST FLOOR NEW YORK, NY 10019	\$0
WELLS FARGO BANK	MASTER FUNDING ACCOUNT	40 WEST 57TH STREET 21ST FLOOR NEW YORK, NY 10019	\$0
WELLS FARGO BANK	CREDIT CARD DEPOSITORY	40 WEST 57TH STREET 21ST FLOOR NEW YORK, NY 10019	\$0
WELLS FARGO BANK	US CUSTOMS	40 WEST 57TH STREET 21ST FLOOR NEW YORK, NY 10019	(\$81,161)
			\$4,133,838

Specific Notes

Bank balance data as of 1/31/12.

United Retail Group, Inc.

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Exhibit B-9

Interests in insurance policies

<u>Insurance Carrier</u>	<u>Policy Description</u>
LIBERTY MUTUAL INSURANCE EUROPE LTD	Fraudulent Acts
NATIONAL UNION FIRE INSURANCE CO OF PITTSBURGH, PA	Business Auto (MA)
NATIONAL UNION FIRE INSURANCE CO OF PITTSBURGH, PA	Business Auto
NEW HAMPSHIRE INSURANCE COMPANY	Workers Compensation
NEW HAMPSHIRE INSURANCE COMPANY	Workers Compensation (WI)
NEW HAMPSHIRE INSURANCE COMPANY	Workers Compensation (TX)
NEW HAMPSHIRE INSURANCE COMPANY	Workers Compensation (FL)
NEW HAMPSHIRE INSURANCE COMPANY	Workers Compensation (CA)
NEW HAMPSHIRE INSURANCE COMPANY	Workers Compensation
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	ERISA Compliance Bond

Specific Notes

The Debtors hold certain of their insurance policies in their own name. The Debtors also are named as insured under certain policies held by their non-Debtor parent Redcats USA, Inc. ("Redcats USA") or its affiliates. For total insurance deposits amounts see Schedule B35a - Personal Property Other.

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Exhibit B-13

Stock and interests in incorporated and unincorporated businesses

<u>Description</u>	<u>Percentage Ownership</u>
UNITED RETAIL HOLDING CORPORATION	100

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Southern District of New York

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.) Report the total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C U D			AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY	NOTES
			C	U	D			
See Attached Schedule D-1		Creditors Holding Secured Claims	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	\$34,721,674	Undetermined	
See Attached Schedule D-2		Liens	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

continuation sheets attached **Total** **\$34,721,674** **\$0**

United Retail Group, Inc.

Case Number: 12-10405

Exhibit D-1

Nature of Lien: Creditors Holding Secured Claims

<u>Creditor's Name and Mailing Address Including Zip Code And An Account Number</u>	<u>Codebtor</u>	<u>Date Claim Was Incurred, Description And Value of Property Subject To Lien</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim Without Deducting Value Of Collateral</u>	<u>Unsecured Portion, If Any</u>
VERSA CAPITAL MANAGEMENT, LLC CIRA CENTRE 2929 ARCH STREET SUITE 1800 PHILADELPHIA, PA 19104	<input type="checkbox"/>	DATE: 11/22/2011 FUNDING OF DEBTOR OPERATIONS VALUE: UNKNOWN	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	\$12,521,674	UNKNOWN
ACCOUNT NO.: NOT AVAILABLE					
WELLS FARGO BANK NA 1 BOSTON PLACE 18TH FLOOR BOSTON, MA 2108	<input type="checkbox"/>	DATE: 7/28/2011 REDCATS CREDIT FACILITY VALUE: UNKNOWN	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$22,200,000	UNKNOWN
ACCOUNT NO.: NOT AVAILABLE					
				\$34,721,674	UNKNOWN

Specific Notes

As of the Petition Date, certain of the Debtors were liable under a \$60 million revolving credit facility (the "Redcats ABL Facility") with Wells Fargo Bank, National Association ("Wells Fargo"), pursuant to which Wells Fargo provided financing to a number of subsidiaries of Redcats USA, including the Debtors. As of the Petition Date, approximately \$22.2 million was outstanding under the Redcats ABL Facility. In connection with the Debtors' entry into their \$40 million debtor in possession financing facility with Wells Fargo, the Debtors were released from their obligations under the Redcats ABL Facility. An agreement evidencing such release was executed by the Debtors and Wells Fargo on 2/3/2012.

United Retail Group, Inc.

Case Number: 12-10405

Exhibit D-2

Nature of Lien: Liens

<u>Creditor's Name and Mailing Address Including Zip Code And An Account Number</u>	<u>Debtor</u>	<u>Date Claim Was Incurred, Description And Value of Property Subject To Lien</u>	<u>C</u>	<u>U</u>	<u>D</u>	<u>Amount of Claim Without Deducting Value Of Collateral</u>	<u>Unsecured Portion, If Any</u>
BAYTREE LEASING COMPANY, LLC 100 TRI-STATE INTERNATIONAL, SUITE 240 LINCOLNSHIRE, IL 60069 ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/>	DATE: UNKNOWN DE - SECRETARY OF STATE6/17/2011 #20112323336 VALUE: UNKNOWN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	UNKNOWN	UNKNOWN
BAYTREE LEASING COMPANY, LLC 100 TRI-STATE INTERNATIONAL, SUITE 240 LINCOLNSHIRE, IL 60069 ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/>	DATE: UNKNOWN DE - SECRETARY OF STATE5/6/2009 #20091436374 VALUE: UNKNOWN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	UNKNOWN	UNKNOWN
MERIDIAN LEASING CORPORATION C/O MCKINLEY, INC PO BOX 3125 ANN ARBOR, MI 48106 ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/>	DATE: UNKNOWN DE - SECRETARY OF STATE10/21/2011 #20114071190 VALUE: UNKNOWN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	UNKNOWN	UNKNOWN
REDCATS USA, INC. 463 7TH AVE # 1603 NEW YORK, NY 10018 ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/>	DATE: UNKNOWN DE - SECRETARY OF STATE11/23/2011 #20114500396 VALUE: UNKNOWN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	UNKNOWN	UNKNOWN
WELLS FARGO BANK 1 BOSTON PLACE 18TH FLOOR BOSTON, MA 2108 ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/>	DATE: UNKNOWN DE - SECRETARY OF STATE7/28/2011 #20112924622 VALUE: UNKNOWN	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	UNKNOWN	UNKNOWN

United Retail Group, Inc.
 Case Number: 12-10405
 Exhibit D-2
 Nature of Lien: Liens

<u>Creditor's Name and Mailing Address Including Zip Code And An Account Number</u>	<u>Debtor</u>	<u>Date Claim Was Incurred, Description And Value of Property Subject To Lien</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of Claim Without Deducting Value Of Collateral</u>	<u>Unsecured Portion, If Any</u>
					UNKNOWN

UNITED STATES BANKRUPTCY COURT
Southern District of New York

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, or wife, both of them or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. Section 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725 per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(4).

Contribution to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. Section 507(a)(5).

Certain farmers and fisherman

Claims of certain farmers and fishermen, up to \$5,775 per farmer or fisherman, against the debtor, as provided in 11 U.S.C. Section 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600 for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. Section 507(a)(7).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. Section 507(a)(7).

Taxes and Certain Other Debts Owed to Government Units

Taxes, customs duties, and penalties owing to federal, state, and local government units as set forth in 11 U.S.C. Section 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. Section 507(a)(9).

Administrative Expense Claims

Claims for the value of any goods received by the debtor within 20 days before the Petition Date in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

UNITED STATES BANKRUPTCY COURT
Southern District of New York

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor;" include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no unsecured nonpriority claims to report on this Schedule E

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C U D	TOTAL AMOUNT OF CLAIMS
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	
			□ □ □	

2 total continuation sheets attached

Total

Undetermined

UNITED STATES BANKRUPTCY COURT
Southern District of New York

United Retail Group, Inc.

Case Number: 12-10405

SPECIFIC NOTES REGARDING SCHEDULE E

NOTES FOR SCHEDULE E

Creditors who may hold claims entitled to administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code for goods delivered to the Debtors in the 20 days before the Petition Date should review Schedule F-1. Amounts listed in Schedule F-1 are aggregate payable amounts that are not indicative of any priority treatment that may be available under section 503(b)(9) of the Bankruptcy Code. Creditors asserting claims under section 503(b)(9) of the Bankruptcy Code must file a proof of claim indicating the amount of such claim entitled to administrative priority. The Debtors reserve all rights to contest or otherwise dispute the amount or validity of such claims.

In re: United Retail Group, Inc.

Case No. 12-10405

UNITED STATES BANKRUPTCY COURT
Southern District of New York

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the filing of the petition. Do not include claims listed in Schedule D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on the schedules in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C U D	TOTAL AMOUNT OF CLAIMS
See Attached Schedule F-1		Litigation	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	Undetermined
See Attached Schedule F-2		Intercompany Liabilities and Receivables	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	(\$20,861,460)
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
			<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	

2 total continuation sheets attached

Total **(\$20,861,460)**

United Retail Group, Inc.

Case Number: 12-10405

Exhibit F-1

Consideration For Claim: Litigation

<u>Creditor's Name, Mailing Address</u> <u>Including Zip Code And Account Number</u>	<u>Codebtor</u>	<u>Date Claim Was Incurred.</u> <u>If Claim Is Subject To</u> <u>Setoff, So State</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of</u> <u>Claim</u>
RICHARD FOX AND BEATRICE FOX C/O KEVIN J. MCCULLOUGH MAZOW/MCCULLOUGH, PC 85 EXCHANGE STREET, STE 310 LYNN, MA 01901 ACCOUNT NO.: NOT AVAILABLE PERSONAL INJURY	<input type="checkbox"/>	UNKNOWN	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$0
SYLVIA ANDERSON C/O GENE J. STONEBARGER STONEBARGER LAW 75 IRON POINT CIRCLE, SUITE 145 FOLSOM, CA 95630 ACCOUNT NO.: NOT AVAILABLE CLASS ACTION FOR PRIVACY VIOLATIONS	<input type="checkbox"/>	UNKNOWN	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	\$0
				\$0

United Retail Group, Inc.

Case Number: 12-10405

Exhibit F-2

Consideration For Claim: Intercompany Liabilities and Receivables

<u>Creditor's Name, Mailing Address</u> <u>Including Zip Code And Account Number</u>	<u>Codebtor</u>	<u>Date Claim Was Incurred.</u> <u>If Claim Is Subject To</u> <u>Setoff, So State</u>	<u>C</u> <u>U</u> <u>D</u>	<u>Amount of</u> <u>Claim</u>
UNITED RETAIL GROUP, INC 365 WEST PASSAIC STREET ROCHELLE PARK, NJ 07662 ACCOUNT NO.: NOT AVAILABLE INTERCO PAYABLE TO UNITED RETAIL INC	<input type="checkbox"/>	UNKNOWN	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	(\$20,861,460)
				<u>(\$20,861,460)</u>

UNITED STATES BANKRUPTCY COURT
Southern District of New York

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.d., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts and/or unexpired leases to report on this Schedule G.

See Attached Schedule G-1	Business Services
See Attached Schedule G-2	Employee Search Services
See Attached Schedule G-3	Financial Services
See Attached Schedule G-4	Human Resources Services
See Attached Schedule G-5	Information Technology Services
See Attached Schedule G-6	Logistics Services
See Attached Schedule G-7	Maintenance / Business Services
See Attached Schedule G-8	Marketing Services
See Attached Schedule G-9	Merchandise
See Attached Schedule G-10	Utilities

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-1
Business Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
ADT SECURITY	BUSINESS SERVICES	P.O. BOX 07893 COLUMBUS, OH 43207

TOTAL NUMBER OF CONTRACTS: 1

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-2
Employee Search Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
CLARK-DAVIS ASSOCIATES INC.	EMPLOYEE SEARCH SERVICES	5 CENTURY DRIVE PARSIPPANY, NJ 07054
KFORCE	EMPLOYEE SEARCH SERVICES	4 GATEHALL DRIVE PARSIPPANY, NJ 07054
KPA - KIRK PALMER & ASSOCIATES INC	EMPLOYEE SEARCH SERVICES	500 FIFTH AVENUE, STE 1500 NEW YORK, NY 10110
PROJECT SOLVERS	EMPLOYEE SEARCH SERVICES	30 WEST 22ND STREET NEW YORK, NY 10010

TOTAL NUMBER OF CONTRACTS: 4

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-3
Financial Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
BANK OF AMERICA - MERCHANT SERVICES	FINANCIAL SERVICES	8011 VILLA PARK DRIVE RICHMOND, VA 23228
CERTEGY CHECK SERVICES	FINANCIAL SERVICES	P.O. BOX 30296 TAMPA, FL 33630
GARDA CL ATLANTIC, INC.	FINANCIAL SERVICES	DEPT 3100-280 LOS ANGELES, CA 90084-3100
INTERACTIVE COMMUNICATIONS INTERNATIONAL INC.	FINANCIAL SERVICES	250 WILLIAMS STREET SUITE M-100 ATLANTA, GA 30303

TOTAL NUMBER OF CONTRACTS: 4

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-4
Human Resources Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
MERCER HEALTH AND BENEFITS LLC	HUMAN RESOURCES SERVICES	PO BOX 730182 DALLAS, TX 75375
T. ROWE PRICE TRUST COMPANY	HUMAN RESOURCES SERVICES	4515 PAINTERS MILL ROAD OWINGS MILL, MD 21117
UBS FINANCIAL SERVICES INC.	HUMAN RESOURCES SERVICES	P.O. BOX 8100 LITTLE ROCK, AR 72203

TOTAL NUMBER OF CONTRACTS: 3

United Retail Group, Inc.

Case Number: 12-10405

Exhibit G-5

Information Technology Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
ACI WORLDWIDE	INFORMATION TECHNOLOGY SERVICES	13594 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693
AOL/MAPQUEST	INFORMATION TECHNOLOGY SERVICES	PO BOX 5696 NEW YORK, NY 10087
AVAYA INC	INFORMATION TECHNOLOGY SERVICES	PO BOX 5332 NEW YORK NY NEW YORK, NY 10087
BARRACUDA	INFORMATION TECHNOLOGY SERVICES	DEPT LA 22762 PASADENA, CA 91185
CABLEVISION LIGHTPATH, INC.	INFORMATION TECHNOLOGY SERVICES	PO BOX 360111 PITTSBURGH, PA 15251-6111
CDW	INFORMATION TECHNOLOGY SERVICES	PO BOX 75723 CHICAGO, IL 60675
CHESAPEAKE	INFORMATION TECHNOLOGY SERVICES	10461 MILL RUN CIRCLE SUITE 600 OWINGS MILL, MD 21117
CHESAPEAKE	INFORMATION TECHNOLOGY SERVICES	10461 MILL RUN CIRCLE SUITE 600 OWINGS MILL, MD 21117
CICAT	INFORMATION TECHNOLOGY SERVICES	14900 BOGLE DRIVE SUITE 201 CHANTILLY, VA 20151
COMPUCOM SYSTEMS INC.	INFORMATION TECHNOLOGY SERVICES	7171 FOREST LANE DALLAS, TX 75230
DIRECTV	INFORMATION TECHNOLOGY SERVICES	P.O. BOX 1080 EL SEGUNDO, CA 90245
GERBER TECHNOLOGIES	INFORMATION TECHNOLOGY SERVICES	24 INDUSTRIAL PARK ROAD WEST TOLLAND, CT 06084

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-5
Information Technology Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
IBM 4690 OS	INFORMATION TECHNOLOGY SERVICES	2 JERICHO PLAZA JERICHO, NY 11753
IBM 4690 POS HARDWARE	INFORMATION TECHNOLOGY SERVICES	1360 BOUL RENE-LEVESQUE MONTREAL, QC CANADA H3G2W6
INTELLIGRATED	INFORMATION TECHNOLOGY SERVICES	16996 COLLECTIONS CENTER DRIVE CHICAGO , IL 60693
KACE	INFORMATION TECHNOLOGY SERVICES	2001 LANDINGS DRIVE MOUNTAIN VIEW, CA 94043
KACE BAYTREE	INFORMATION TECHNOLOGY SERVICES	BIN 88204 MILWAUKEE, IL 53288
MACKINNEY	INFORMATION TECHNOLOGY SERVICES	4411 E STATE HWY D SUITE F SPRINGFIELD, MO 65809
SYMANTEC (CDW)	INFORMATION TECHNOLOGY SERVICES	PO BOX 75723 CHICAGO , IL 60675
THE FIND DIRECT BETA PROGRAM	INFORMATION TECHNOLOGY SERVICES	310 VILLA STREET MOUNTAINVIEW, CA 94041
TW TELECOM	INFORMATION TECHNOLOGY SERVICES	PO BOX 172567 DENVER, CO 80217
X-SPAN RESULTS, INC	INFORMATION TECHNOLOGY SERVICES	207 EDUCATION AVENUE INDIANAPOLIS, IN 46701

TOTAL NUMBER OF CONTRACTS: 22

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-6
Logistics Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
MARATHON LINE N.Y. INC.	LOGISTICS SERVICES	306 W 37TH ST # 1701 NEW YORK, NY 10018

TOTAL NUMBER OF CONTRACTS: 1

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-7
Maintenance / Business Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
AMERICAN MUSIC ENVIRONMENTS	MAINTENANCE / BUSINESS SERVICES	1133 W. LONG LAKE, STE 200 BLOOMFIELD HILLS, MI 48302
BAYTREE LEASING COMPANY LLC	MAINTENANCE / BUSINESS SERVICES	100 TRI-STATE INTERNATIONAL, SUITE 240 LINCOLNSHIRE, IL 60069
CANON FINANCIAL SERVICES INC.	MAINTENANCE / BUSINESS SERVICES	300 COMMERCE SQUARE BLVD. BURLINGTON, NJ 08016
EDJ ENTERPRISES, INC. - URGJ	MAINTENANCE / BUSINESS SERVICES	3125 POPLAR WOOD COURT SUITE G 110 RALEIGH, NC 27604
GATEWAY COM. IMP. EXP. LTDA	MAINTENANCE / BUSINESS SERVICES	AVENIDA PAULOVI,1210 SAO PAULO BRAZIL
INTELLIGRATED	MAINTENANCE / BUSINESS SERVICES	16996 COLLECTIONS CTR DR CHICAGO, IL 60693-0169
MIKE ALBERT LTD.	MAINTENANCE / BUSINESS SERVICES	10340 EVENDALE DRIVE CINCINNATI, OH 45241
RGIS, LLC	MAINTENANCE / BUSINESS SERVICES	2000 EAST TAYLOR ROAD AUBURN HILLS, MI 48326
SMARTREPLY, INC.	MAINTENANCE / BUSINESS SERVICES	6410 OAK CANYON SUITE 100 IRVINE, CA 92618
SUSAN G. KOMEN BREAST CANCER FOUNDATION INC.	MAINTENANCE / BUSINESS SERVICES	5005 LBJ FREEWAY, STE 250 DALLAS, TX 75244
SYNAPSE RETAIL VENTURES, INC.	MAINTENANCE / BUSINESS SERVICES	225 HIGH RIDGE RD STAMFORD, CT 6905

United Retail Group, Inc.

Case Number: 12-10405

Exhibit G-7

Maintenance / Business Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
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TOTAL NUMBER OF CONTRACTS: 11

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-8
Marketing Services

<u>Name</u>	<u>Description</u>	<u>Address</u>
COMMISSION JUNCTION INC.	MARKETING SERVICES	4140 SOLUTIONS CTR. CHICAGO, IL 60677
DUN & BRADSTREET, INC.	MARKETING SERVICES	P.O. BOX 75434 CHICAGO, IL 60675
EPSILON DATA MANAGEMENT LLC	MARKETING SERVICES	2550 CRESCENT DRIVE LAFAYETTE, CO 80026
EXPERIAN MARKETING SOLUTIONS	MARKETING SERVICES	29 BROADWAY, 6TH FLOOR NEW YORK, NY 10006
FETCHBACK	MARKETING SERVICES	100 WEST UNIVERSITY, SUITE 101 TEMPE, AZ 85281
FLYDOC BY ESKER	MARKETING SERVICES	PO BOX 44953 MADISON, WI 53744-4953
GOOGLE	MARKETING SERVICES	1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043
HICONVERSION	MARKETING SERVICES	777 YAMATO RD, STE 140 BOCA RATON, FL 33431
PRIME VISIBILITY	MARKETING SERVICES	1600 WHATL WHITMAN ROAD, STE 100 MELLVILLE, NY 11747
VALASSIS	MARKETING SERVICES	19975 VICTOR PARKWAY LIVONIA, MI 48152
YOUR AMIGO	MARKETING SERVICES	5020 FOSTER ROAD CANANDAIGUA, NY 14424

TOTAL NUMBER OF CONTRACTS: 11

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-9
Merchandise

<u>Name</u>	<u>Description</u>	<u>Address</u>
DONEGER GROUP	MERCHANDISE	463 SEVENTH AVENUE NEW YORK, NY 10018
FASHION OVERSEAS BUREAU LTD.	MERCHANDISE	11 EAST 26TH STREET NEW YORK, NY 10006
HH BROWN SHOE COMPANY	MERCHANDISE	124 WEST PUTNAM AVENUE GREENWICH, CT 08630
LF CENTENNIAL PTE LTD. (AKA LI FUNG)	MERCHANDISE	10 RAEBURN PARK BLOCK A #03-08 088702 SLOVENIA
LINMARK DEVELOPMENT (BVI) LIMITED	MERCHANDISE	P.O. BOX 957 OFFSHORE INCORPORATIONS CENTRE ROAD TOWN TORTOLA BRAZIL
PLUS IMPACT LTD.	MERCHANDISE	1407 BROADWAY SUITE 1204 NEW YORK, NY 10018
SCENTS OF WORTH, INC	MERCHANDISE	33 SAWGRASS DR #2 BELLPORT, NY 11713
TWO LIPS SHOE CO	MERCHANDISE	9237 SAN FERNANDO RD SUN VALLEY CA SUN VALLEY, CA 91352
VALENTINE USA INC.	MERCHANDISE	148 W 37TH ST, 14TH FL NEW YORK, NY 10018

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-9
Merchandise

<u>Name</u>	<u>Description</u>	<u>Address</u>
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TOTAL NUMBER OF CONTRACTS: 9

United Retail Group, Inc.
Case Number: 12-10405
Exhibit G-10
Utilities

<u>Name</u>	<u>Description</u>	<u>Address</u>
LINCOLN WASTE SOLUTIONS, LLC	UTILITIES	234 MURPHY ROAD HARTFORD, CT 06114

TOTAL NUMBER OF CONTRACTS: 1

In re: United Retail Group, Inc.

Case No. 12-10405

UNITED STATES BANKRUPTCY COURT

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

United Retail Group, Inc.

Case Number: 12-10405

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Authorized Signatory of United Retail Group, Inc., declare under penalty of perjury that I have read the foregoing summary and schedules, and that they are true and correct to the best of my knowledge, information and belief.

Date: March 16, 2012

Signature: /s/ Gregory Bouquet

Gregory Bouquet , Chief Financial Officer
Name and Title

Penalty for making a false statement: Fine of up to \$500,000, or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 and 3571.