

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE **PROOF OF CLAIM**

Name of Debtor: **UBI Liquidating Corp., f/k/a Urban Brands, Inc.** Case Number: **10-13005 (KJC)**

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.*

Name of Creditor (the person or other entity to whom the debtor owes money or property) **Day Pitney LLP**

Name and address where notices should be sent:
Day Pitney LLP
One Jefferson Road
Parsippany, NJ 07054-2891
Attn: Scott A. Zuber, Esq.

Telephone number: (973) 966-6300

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: _____
(if known)

Filed on: _____

Name and address where payment should be sent (if different from above):

RECEIVED
DEC 23 2010
BMC GROUP

Telephone number: _____

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

1. **Amount of Claim as of Date Case Filed:** **\$7,047.71**

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. **Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.**

Specify the priority of the claim.

2. **Basis for Claim: Services performed.**
(See instruction #2 on reverse side.)

3. **Last four digits of any number by which creditor identifies debtor:** **xx3764**

3a. **Debtor may have scheduled account as:** _____
(See instruction #3a on reverse side.)

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B)

Wages, salaries, or commissions (up to \$11,715*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507(a)(4)

4. **Secured Claim** (See instruction #4 on reverse side.)
 Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other

Describe:

Value of Property: \$ _____ **Annual Interest Rate** _____%

Amount of arrearage and other charges as of time case filed included in secured claim,
 if any: \$ _____ **Basis for perfection:** _____

Amount of Secured Claim : \$ _____ **Amount Unsecured: \$** _____

Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5)

Up to \$2,260* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7)

Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8)

6. **Credits:** The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. **Documents:** Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) **See attached Rider.**

Amount entitled to priority:
\$ _____

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.
 If the documents are not available, please explain:


**Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

Date: 12/20/10

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Scott A. Zuber - Partner, Day Pitney LLP

FOR COURT USE ONLY

Urban Brands

 00379

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as a bankruptcy case not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely

unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 300 1(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy Court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re Urban Brands, Inc., et al.
Chapter 11 Case No. 10-13005 (KJC)

RIDER TO PROOF OF CLAIM
FILED BY DAY PITNEY LLP

The claim of Day Pitney LLP (“Day Pitney”) against the debtor UBI Liquidating Corp., f/k/a Urban Brands, Inc. (the “Debtor”) in the above-referenced case, arises from legal services provided to the Debtor by Day Pitney for the time period from May 4, 2009 through October 16, 2009. Specifically, Day Pitney provided services to the Debtor in connection with various labor matters. The outstanding balance owed by the Debtor to Day Pitney, as of September 21, 2010, the petition date, was, and remains, \$7,047.71, pursuant to the following list of invoices:

<u>Invoice #</u>	<u>Date of Invoice</u>	<u>Amount</u>
33548634	June 10, 2009	\$2,949.00
33548637	June 10, 2009	\$1,600.50
33548641	June 10, 2009	\$582.00
33552854	July 13, 2009	\$340.00
33558910	August 19, 2009	\$45.38
33563578	September 21, 2009	\$212.50
33566923	October 16, 2009	\$1,105.83
33570609	November 9, 2009	\$212.50
TOTAL		\$7,047.71

Copies of the remittance portion of the invoices referred to above are attached hereto as Exhibit “A.” Complete copies of Day Pitney’s invoices are available upon request, and upon the execution of an appropriate waiver with respect to any privileged information contained therein.

Day Pitney hereby expressly reserves its rights to amend this proof of claim and this rider as may be necessary to adjust the amount asserted herein or to supplement this claim in any way, including, but not limited to, its rights to claim post-petition interest, attorneys’ fees and costs as may be allowed pursuant to 11 U.S.C. §§ 502 and 506.

EXHIBIT "A"

EXHIBIT "A"



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

June 10, 2009

RE: 403764 - 101978 LABOR MATTERS - 2007

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	2,942.00
Total Disbursements	7.00
Current Balance Invoice # 33548634	\$ 2,949.00

Unpaid Balances as of Invoice Date:	
403764 – URBAN BRANDS INC 101978 - LABOR MATTERS - 2007	\$ 4,022.55
TOTAL AMOUNT DUE (Current invoice plus unpaid balances)	\$ 6,971.55
<i>Amount(s) listed are associated only with the matter(s) billed on this invoice. Additional matters may have unpaid balances. Please disregard if payment has already been sent.</i>	

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

June 10, 2009

RE: 403764 - 118540 GWENDOLYN SCOTT-ADAMS

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	1,600.50
Current Balance Invoice # 33548637	\$ 1,600.50

Unpaid Balances as of Invoice Date:	
403764 – URBAN BRANDS INC 118540 - GWENDOLYN SCOTT-ADAMS	\$ 5,019.75
TOTAL AMOUNT DUE (Current invoice plus unpaid balances)	\$ 6,620.25

*Amount(s) listed are associated only with the matter(s) billed on this invoice.
Additional matters may have unpaid balances.
Please disregard if payment has already been sent.*

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

June 10, 2009

RE: 403764 - 118620 BURNETT CHARGE OF DISCRIMINATION

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	582.00
Current Balance Invoice # 33548641	\$ 582.00

Unpaid Balances as of Invoice Date:	
403764 – URBAN BRANDS INC 118620 - BURNETT CHARGE OF DISCRIMINATION	\$ 392.98
TOTAL AMOUNT DUE (Current invoice plus unpaid balances)	\$ 974.98
<p><i>Amount(s) listed are associated only with the matter(s) billed on this invoice. Additional matters may have unpaid balances. Please disregard if payment has already been sent.</i></p>	

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

July 13, 2009

RE: 403764 - 118600 ACCRETIVE COMMERCE, INC.

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	340.00
Current Balance Invoice # 3352854	\$ 340.00

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

August 19, 2009

RE: 403764 - 118620 BURNETT CHARGE OF DISCRIMINATION

Tax Identification No. 06-0317480

REMITTANCE COPY - PAYABLE UPON RECEIPT

Total Disbursements	45.38
Current Balance Invoice # 33558910	\$ 45.38

Unpaid Balances as of Invoice Date:	
403764 - URBAN BRANDS INC 118620 - BURNETT CHARGE OF DISCRIMINATION	\$ 582.00
TOTAL AMOUNT DUE (Current invoice plus unpaid balances)	\$ 627.38
<p><i>Amount(s) listed are associated only with the matter(s) billed on this invoice. Additional matters may have unpaid balances. Please disregard if payment has already been sent.</i></p>	

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

September 21, 2009

RE: 403764 - 118610 EMPLOYEE BENEFIT MATTERS

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	212.50
Current Balance Invoice # 33563578	\$ 212.50

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

October 16, 2009

RE: 403764 - 118610 EMPLOYEE BENEFIT MATTERS

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	1,087.50
Total Disbursements	18.33
Current Balance Invoice # 33566923	\$ 1,105.83

Unpaid Balances as of Invoice Date:	
403764 – URBAN BRANDS INC 118610 - EMPLOYEE BENEFIT MATTERS	\$ 212.50
TOTAL AMOUNT DUE (Current invoice plus unpaid balances)	\$ 1,318.33
<i>Amount(s) listed are associated only with the matter(s) billed on this invoice. Additional matters may have unpaid balances. Please disregard if payment has already been sent.</i>	

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186



NEW YORK NEW JERSEY CONNECTICUT BOSTON WASHINGTON, DC WWW.DAYPITNEY.COM

URBAN BRANDS INC
C/O ACCOUNTS PAYABLE DEPARTMENT
P.O. BOX 2518
SECAUCUS, NJ 07096-2518

November 9, 2009

RE: 403764 - 118610 EMPLOYEE BENEFIT MATTERS

Tax Identification No. 06-0317480

REMITTANCE COPY – PAYABLE UPON RECEIPT

Total For Professional Services Rendered	212.50
Current Balance Invoice # 33570609	\$ 212.50

Unpaid Balances as of Invoice Date:	
403764 – URBAN BRANDS INC 118610 - EMPLOYEE BENEFIT MATTERS	\$ 1,318.33
TOTAL AMOUNT DUE (Current invoice plus unpaid balances)	\$ 1,530.83
<p><i>Amount(s) listed are associated only with the matter(s) billed on this invoice. Additional matters may have unpaid balances. Please disregard if payment has already been sent.</i></p>	

Amount Enclosed: \$ _____

Please return this Remittance Copy with your
check made payable to:
Day Pitney LLP
P.O. Box 33300
Hartford, CT 06150-3300

Wire Instructions:
Please reference Bill # and/or Client/Matter number
Bank of America, NA Hartford, CT ABA#026009593
Day Pitney Account #9409142259

Questions regarding past due invoices, call: (973) 966-8186

HERBERT K. RYDER
Attorney at Law

One Jefferson Road
Parsippany, NJ 07054-2891

T: (973) 966 8259 F: (973) 210 8525
hryder@daypitney.com

December 20, 2010

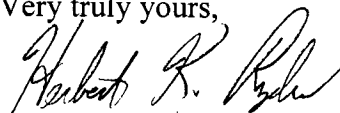
BMC Group, Inc.
Attn: Urban Brands Claims Processing
P.O. Box 3020
Chanhassen, MN 55317-3020

Re: *In re UBI Liquidating Corp.*, Case No. 10-13005 (Bankr. D. Del.) – Proof of
Claim by Day Pitney LLP

Dear Sir or Madam:

Enclosed is an original and one copy of a Proof of Claim on behalf of Day Pitney LLP in the above-referenced bankruptcy case. Kindly return a file-stamped copy of the Proof of Claim to this office in the enclosed self-addressed, postage-paid envelope.

Very truly yours,



Herbert K. Ryder

HKR/hkr
Enclosures