

UNITED STATES BANKRUPTCY COURT DISTRICT OF Delaware

PROOF OF CLAIM

Name of Debtor: UBI Liquidating Corporation

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): Oracle America, Inc. successor in interest to Oracle USA, Inc. and Oracle Corporation ("Oracle")

Name and address where notices should be sent: Shawn M. Christianson, Esq. Buchalter Nemer, P.C. 333 Market Street, 25th Floor San Francisco CA 94105 Telephone number: 415-227-0900

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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):

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: \$ 20,166.16

REJECTION DAMAGES

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.

2. Basis for Claim: Oracle license and services agreement and related contracts (See instruction #2 on reverse side.)

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

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

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: \$

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.

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

Wages, salaries, or commissions (up to \$11,725*) 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).

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

Up to \$2,600* 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).

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

Amount entitled to priority:

\$

*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.

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.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date: 12/22/11

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.

Shawn M. Christianson, Esq for Buchalter Nemer, P.C. counsel to Oracle

FOR COURT USE ONLY



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Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Attachment to Rejection Damages Proof of Claim
Of Oracle America, Inc.

UBI Liquidating Corp.
Case No. 10-13005

Oracle America, Inc., successor in interest to Oracle USA, Inc. and Oracle Corporation (“Oracle”), hereby files its rejection damages proof of claim, stating:

Urban Brands, Inc. (“Licensee”) is obligated to Oracle for sums arising from Oracle’s Software Update License and Support, which includes sums relating to post-petition services. Oracle has filed a request for payment for these post- petition invoices as an administrative expense under 11 U.S.C. §503 of the Bankruptcy Code.

Out of an abundance of caution, Oracle is also filing this rejection damages claim. Oracle is not seeking to recover duplicate sums by filing these claims, but instead to preserve its rights pending the outcome of the Oracle Request for Allowance and Payment of Chapter 11 Administrative Expenses.

ORACLE

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INVOICE

Federal Tax ID: 94-2805249

INVOICE NUMBER	41185663
INVOICE DATE	26-May-2010
YOUR P.O. NUMBER	UBI2010052501
PAYMENT TERMS	30 NET
DUE DATE	25-Jun-2010

BILL TO :
 Urban Brands, Inc
 Accounts Payable
 100 Metro Way
 SECAUCUS, NJ 07094
 UNITED STATES

PAYMENT INSTRUCTIONS:

REFERENCE	41185663	ON YOUR REMITTANCE
MAIL CHECKS TO:	Oracle America, Inc. PO BOX 203448 Dallas TX 75320-3448	
WIRE TRANSFERS TO:	WELLS FARGO BANK ABA 121000248 ACCT 4522-020841	

SHIP TO :
 Urban Brands, Inc
 100 Metro Way
 SECAUCUS, NJ 07094
 UNITED STATES

FOR BILLING QUESTIONS, CALL COLLECTIONS CENTER (888) 803-7414

ORACLE SALESPERSON	ORACLE ORDER NUMBER	CUSTOMER CONTACT	END USER
Alexoiu, Mrs Roxana Laura	2157542	Accounts Payable	

ITEM NO.	DESCRIPTION	QTY/ NO. OF USERS	TAX	EXTENDED AMOUNT
1	Software Update License & Support - Oracle Database Enterprise Edition - Named User Plus Perpetual: 27-MAY-2010 : 26-MAY-2011	100	Y	18,846.88

SPECIAL INSTRUCTIONS:	SUBTOTAL	TAX	TOTAL(USD)
	18,846.88	1,319.28	20,166.16
	Less payments		0.00
	Credits/Adjustments		0.00
	Outstanding Balance as of 21-Dec-2011		20,166.16

BuchalterNemer

A Professional Law Corporation

333 MARKET STREET, 25TH FLOOR, SAN FRANCISCO, CALIFORNIA 94105-2126
TELEPHONE (415) 227-0900 / FAX (415) 227-0770

File Number: O5915-0136
Direct Dial Number: (415) 227-3601
E-Mail Address: hpohyar@buchalter.com

December 23, 2011

VIA FEDERAL EXPRESS

UBI Liquidating Corp.
Claims Processing Center
BMC Group, Inc.
18750 Lake Drive East
Chanhassen, MN 55317

Re: UBI Liquidating Corp.

Dear Sir/Madam:

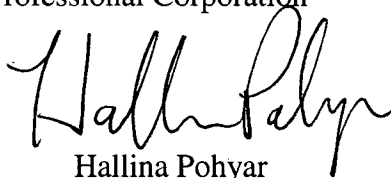
Enclosed for filing are an original and two copies of a Proof of Claim to be filed in the above referenced case. Please return a conformed copy to our office in the self-addressed, stamped envelope provided.

Please don't hesitate to contact me, if you have any questions. Thank you.

Best regards,

BUCHALTER NEMER
A Professional Corporation

By



Hallina Pohyar
Secretary to Shawn M. Christianson

Enclosures