

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

In re:

URBAN BRANDS INC., *et al.*,

Debtors.

Chapter 11

Case No. 10-13005 (KJC)

Jointly Administered

Re: Docket Nos. 1349, 1378 and 1384

**TRIMARAN’S RESERVATION OF RIGHTS REGARDING
CONFIRMATION OF THE DEBTORS’ LIQUIDATING PLAN**

Trimaran Fund II, L.L.C., Trimaran Parallel Fund II, L.P., Trimaran Capital, L.L.C., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Corporation, and their relevant direct or indirect parent entities, subsidiaries, and affiliates (collectively, “Trimaran”), by and through its undersigned counsel, hereby files this reservation of rights to confirmation of the Plan (as defined below), and respectfully states as follows.

Trimaran is the largest equityholder of the debtors. On September 7, 2011, this Court entered an Order approving the *Disclosure Statement for Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, (Docket No. 1385), for solicitation, and scheduling a confirmation hearing on October 19, 2011 regarding the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code*, (Docket No. 1384), (as amended or modified, the “Plan”). While Trimaran does not have any objection to the Plan as filed, despite Trimaran’s several requests to the debtors, it only yesterday received the proposed confirmation order for review. This left Trimaran insufficient time to review and provide comments, if any, to the debtors on the proposed confirmation order.

Therefore, Trimaran reserves any and all of its rights to be heard at the confirmation hearing, including, but not limited to, regarding the proposed confirmation order, any proposed amendments or modifications to the Plan, and any other filings or events occurring between the date of this reservation of rights and the confirmation hearing, as well as to supplement this reservation of rights with argument, take discovery, and present evidence (including live testimony) at the confirmation hearing.

WHEREFORE, Trimaran respectfully reserves any and all of its rights to be heard at the confirmation hearing, as well as to supplement this reservation of rights with argument, take discovery, and present evidence (including live testimony) at the confirmation hearing.

Dated: October 12, 2011
Wilmington, Delaware

BAYARD, P.A.

/s/ Justin R. Alberto
Charlene D. Davis (No. 2336)
Justin R. Alberto (No. 5126)
222 Delaware Avenue, Suite 900
Wilmington, Delaware 19801
Telephone: (302) 655-5000
Facsimile: (302) 658-6395
Email: cdavis@bayardlaw.com
jalberto@bayardlaw.com

- and -

SNR DENTON US LLP
Peter D. Wolfson (admitted *pro hac vice*)
Oscar N. Pinkas (admitted *pro hac vice*)
1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Counsel for Trimaran