

Form **PTO-1594**
(Rev. 03/01)
OMB No. 0651-0027 (exp 5/31/2002)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Richman Gordman 1/2 Price Stores, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3 Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 28, 2000

2. Name and address of receiving party(ies)

Name: Gordmans, Inc.

Internal Address

Street Address: 12100 West Center Road

City: Omaha State: NE Zip: 68144

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4 Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/865,607

B. Trademark Registration No.(s)

2,379,498

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Ralph W. Kalish, Jr

Name: Blackwell Sanders Peper Martin

Internal Address:

Street Address: 720 Olive Street - 24th Floor

City: St. Louis State: MO Zip: 63101

6. Total number of applications and registrations involved.

2

7 Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8 Deposit account number.

11-0160

(Attach duplicate copy of this page if paying by deposit account)

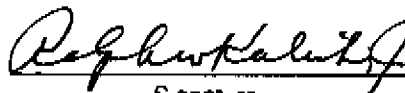
DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ralph W. Kalish, Jr.

Name of Person Signing



Signature

5/10/02

Date

Total number of pages including cover sheet, attachments, and document

4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "RICHMAN GORDMAN 1/2 PRICE STORES, INC.", CHANGING ITS NAME FROM "RICHMAN GORDMAN 1/2 PRICE STORES, INC." TO "GORDMANS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

2355139 8100

001206970

EXHIBIT C

AUTHENTICATION: 0398661

DATE: 04-25-00

TRADEMARK

REEL: 002473 FRAME: 0095

S ///STATE OF DELAWARE/// V
T ///SECRETARY OF STATE/// O
A DIVISION OF CORPORATIONS// I
H FILED/03/05/04/03/28/2004/ D
P ///00191435//2855139///
BY Cheryl Wyatt

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/24/2004
00191435 - 2855139

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RICHMAN GORDMAN 1/2 PRICE STORES, INC.

Richman Gordonan 1/2 Price Stores, Inc., hereby sets forth its Amended and Restated Certificate of Incorporation. The Corporation originally filed its Certificate of Incorporation with the Secretary of State of the State of Delaware on October 14, 1993.

This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of Delaware, as amended.

1. Corporate Name. The name of the corporation is Gordmans, Inc.
2. Registered Office and Agent. The address of the registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.
3. Nature of Business. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. Capital Stock. The total number of shares of capital stock which the Corporation shall have authority to issue is thirty million (30,000,000) shares of a single class of voting common stock and the par value of each such share is one cent (\$.01) amounting in the aggregate to Three Hundred Thousand Dollars (\$300,000).
5. Perpetual Existence. The Corporation shall have perpetual existence.
6. Amendment of Bylaws. The board of directors may, in its sole discretion and by its resolution, make, adopt, alter, amend or repeal the bylaws of the Corporation in the manner and to the extent provided by law.
7. Amendment of Certificate of Incorporation. An affirmative vote of a majority of the Corporation's issued and

outstanding common stock will be required to amend this Certificate of Incorporation, including without limitation, an amendment to authorize additional shares of common stock or any additional class of equity securities.

8. Indemnification. To the fullest extent permitted by the Delaware General Corporation Law, a director (including without limitation, the chief executive officer) of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. In addition, the Corporation shall indemnify officers, directors, employees and agents in accordance with and to the fullest extent permitted by Section 145 of the Delaware General Corporation Law or any successor provision thereto. Any repeal or modification of the foregoing provisions of this Section 8 or this sentence by the stockholders of the Corporation shall not adversely affect any right or protection of a director (including without limitation, the chief executive officer), officer, employee or agent of the Corporation existing at or prior to the time of such repeal or modification.

Dated: February 28, 2000


Jeffrey J. Goldman,
Chairman and President

Attest:


Michael Mallaro, Secretary

BLACKWELL SANDERS PEPER MARTIN

720 OLIVE STREET SUITE 2400 ST. LOUIS, MO 63101
TEL: (314) 345-6000 FAX: (314) 345-6060
WEBSITE: www.blackwellsanders.com

FACSIMILE COVER SHEET

DATE: May 22, 2002

TIME:

<u>RECIPIENT</u>	<u>FAX NUMBER</u>	<u>COMPANY/FIRM NAME</u>	<u>PHONE NUMBER</u>
Assignment Branch	(703) 306-5995	U.S. Patent and Trademark Office	

FROM: Marcia Burdick, Intellectual Property
Paralegal

DIRECT DIAL:

DIRECT FAX:

OPERATOR: mrb

EXT. NO.: 6699

BILLING CODE: 13889.300

TOTAL # OF PAGES: 6

MESSAGE: Please bill our deposit account as noted on the Recordation Cover Sheet.

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Name of Person Signing

Ralph W. Kalish, Jr.
Signature

5/14/02
Date

Total number of pages including cover sheet, attachments, and document 4

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Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231