

01-12-2005

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

2005 JAN -6 AM 9:35

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TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

The Avenue, Inc.

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

Citizenship (see guidelines) Delaware

Execution Date(s) November 16, 2004

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: United Retail Incorporated

Internal Address: \_\_\_\_\_

Street Address: 365 West Passaic Street

City: Rochelle Park

State: New Jersey

Country: USA Zip: 07662-6563

- Association
  - General Partnership
  - Limited Partnership
  - Corporation
  - Other
- Citizenship \_\_\_\_\_  
Citizenship \_\_\_\_\_  
Citizenship Delaware  
Citizenship \_\_\_\_\_

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See attached

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Mitchell E. Radin

Internal Address: Cowan, DeBaets, Abrahams & Sheppard, LLP

Street Address: 41 Madison Avenue  
34th Floor

City: New York

State: New York Zip: 10010

Phone Number: 212-974-7474

Fax Number: 212-974-8474

Email Address: mradin@cdas.com

6. Total number of applications and registrations involved:

72

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,815

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 50-1639

Authorized User Name Mitchell E. Radin

9. Signature: Mitchell E. Radin

Signature

Mitchell E. Radin

Name of Person Signing

1/5/05

Date

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

6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01/11/2005 ECOOPER 00000236 501639 2646142

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# SCHEDULE A

## REGISTRATIONS

<b>MARK</b>	<b>REG. NO.</b>
92.2....ONLY AT THE AVENUE	2,646,142
A CLOUD IN EVERY SHOE	2,390,950
AB (Stylized)	2,312,386
AVENUE	2,762,068
AVENUE	2,727,404
AVENUE	2,806,834
AVENUE	2,608,788
AVENUE	2,656,395
AVENUE	2,742,451
AVENUE	2,823,630
AVENUE	2,729,509
AVENUE	2,860,468
AVENUE	2,601,626
AVENUE & Design	1,563,443
AVENUE (Stylized)	2,445,518
AVENUE (Stylized)	2,218,272
AVENUE (Stylized)	2,474,547
AVENUE BLUES	2,751,185
AVENUE BLUES	2,089,978
AVENUE BLUESWEAR COLLECTION	2,168,069
AVENUE BODY	2,534,538
AVENUE ESSENTIALS	2,516,111
AVENUE HOME	2,403,752
AVENUE HOME	2,798,048
AVENUE MOODS	2,686,905
AVENUE MOODS	2,656,387
AVENUE PLUS	2,251,168
AVENUE QUILT	2,553,405
AVENUE SOUND	2,338,946
AVENUE.COM	2,472,442
AVENUES and Design	1,552,946
CLOUD CLIMBERS	1,086,957
CLOUD HEEL STRIKE PAD	2,423,679
CLOUD RACERS	2,170,163
CLOUD SOFT	2,556,445
CLOUD SOFT COMFORT	1,174,357
CLOUD WALK	634,405
CLOUD WALKER	534,076
CLOUD WALKERS	2,094,680

CLOUD WALKERS	2,678,430
CLOUD WALKERS and Design (box)	2,163,410
CLOUD WALKERS and Design (ribbon)	2,673,518
CLOUDCARE	2,598,919
CLOUD- TEK	2,759,655
CLOUDWALKERS	2,614,528
CLOUDWALKERS	2,630,831
CLOUDWALKERS.COM	2,525,059
CLOUDWALKERS.COM	2,584,871
CW SHOE AND DESIGN	2,642,495
DESTINATIONS OF THE HEART	2,780,357
DREAM CURVES	2,848,836
FORELLI	1,528,397
JUST LIKE WALKING ON AIR	2,351,577
NOTHING SHOULD STOP YOU	2,300,481
RANSOM	2,652,482
SELFISH PLEASURES	2,205,106
SIZES WOMAN	1,476,357
SMART MEMORY FOAM	2,433,810
THE AVENUE	2,144,949
THE AVENUE	2,065,819
THE AVENUE	2,088,167
THE AVENUE	2,151,322
THE AVENUE	1,678,620
THE AVENUE SHOP FOR WOMEN	1,773,306
THE AVENUE SHOP FOR WOMEN and Design	1,750,551
THE LARGE SIZE FASHION SOURCE	2,016,250
WALK ON AIR	2,055,247

**SCHEDULE B**  
**PENDING APPLICATIONS**

<b>MARK</b>	<b>APPLICATION #</b>
AV/X	75/752,122
AVENUE	76/434,479
AVENUE HOME	75/787,837
METRO STRETCH	76/455,991
PARISIAN LOVE	76/379,220

NOV-23-2004 TUE 10:33 AM NATIONAL CORP RESEARCH

FAX NO. 3027341476

P. 03/04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:23 PM 11/19/2004  
FILED 05:23 PM 11/19/2004  
SRV 040430950 - 043230 PTTK

**CERTIFICATE  
OF  
OWNERSHIP  
AND MERGER  
OF  
UNITED RETAIL INCORPORATED**

The undersigned hereby certify:

1. The name of the corporation filing this Certificate of Ownership and Merger is **UNITED RETAIL INCORPORATED**, which was formerly known as **Roaman's, Inc.**
2. The Parent Company owns all of the outstanding capital stock of **THE AVENUE, INC.**, which is referred to herein as the "Subsidiary Company."
3. Both the Parent Company and the Subsidiary Company are organized under the General Corporation Law of the State of Delaware (the "GCL").
4. Upon the filing of this Certificate, the Subsidiary Company shall merge with and into the Parent Company, which shall be the surviving corporation, pursuant to Section 253 (a) of the GCL.
5. The Parent Company hereby assumes all of the obligations of the Subsidiary Corporation.
6. On November 16, 2004, the following resolution of merger was duly adopted by the unanimous written consent of the Board of Directors of the Parent Company:

**"WHEREAS, it is in the interest of UNITED RETAIL INCORPORATED, which is referred to herein as the 'Parent Company,' to assume the obligations of THE AVENUE, INC., which is referred to herein as the 'Subsidiary Company'.**

**NOW, THEREFORE, it is hereby:**

**RESOLVED, that the Subsidiary Company shall merge with and into the Parent Company pursuant to Section 253 (a) of the General Corporation Law of the State of Delaware; and**

**FURTHER RESOLVED, that the Parent Company shall be the surviving corporation; and**

**FURTHER RESOLVED, that upon the effectiveness of the merger, the Parent Company shall assume all of the obligations of the Subsidiary Company; and**

FURTHER RESOLVED, that the proper officers of the Parent Company are authorized and directed in the name and on behalf of the Parent Company to file with the Secretary of State of Delaware a Certificate of Ownership and Merger effecting the merger of the Subsidiary Company with and into the Parent Company."

IN WITNESS WHEREOF, the Vice President and Secretary of UNITED RETAIL INCORPORATED have hereunto subscribed their names this 16<sup>th</sup> day of November 2004.

Attest: Frederic E. Stern  
Frederic E. Stern

Vice President: Jon Grossman  
Jon Grossman

The undersigned hereby affirm under penalties of perjury that this Certificate of Ownership and Merger is the act and deed of UNITED RETAIL INCORPORATED, and that the facts stated herein are true.

Frederic E. Stern  
Frederic E. Stern, Secretary

Jon Grossman  
Jon Grossman, Vice President