

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Reg. No.: 2390950 Reg. No.: 2806834 previously recorded on Reel 003108 Frame 0103. Assignor(s) hereby confirms the Merger.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Avenue, Inc.		11/16/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	United Retail Incorporated
<b>Street Address:</b>	365 West Passaic Street
<b>City:</b>	Rochelle Park
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07662-6563
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2390209	A CLOUD IN EVERY SHOE
Registration Number:	2806824	AVENUE

**CORRESPONDENCE DATA**

Fax Number: (212)974-8474  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2129747474  
 Email: mradin@cdas.com  
 Correspondent Name: Mitchell E. Radin, Esq.  
 Address Line 1: 41 Madison Avenue  
 Address Line 2: 34th Floor  
 Address Line 4: New York, NEW YORK 10010

<b>ATTORNEY DOCKET NUMBER:</b>	03226-04
<b>NAME OF SUBMITTER:</b>	Mitchell E. Radin

CH \$65.00 2390209

Signature:

/mitchell e radin/

Date:

12/09/2005

Total Attachments: 2

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FAX NO. 3027341476

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State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 05:23 PM 11/19/2004  
 FILED 05:23 PM 11/19/2004  
 SRV NANO3R05N - 0R22230 BTX

**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 **Rozman'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 18, 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

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**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:   
Fredric E. Stern

Vice President:   
Jan 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.

  
Fredric E. Stern, Secretary

  
Jan Grossman, Vice President