

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/16/2004

**CONVEYING PARTY DATA**

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

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2378501	AVENUE [PERFECT SCENTS]

**CORRESPONDENCE DATA**

Fax Number: (212)974-8474  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-974-7474  
 Email: mradin@cdas.com  
 Correspondent Name: Mitchell E. Radin  
 Address Line 1: 41 Madison Avenue  
 Address Line 2: 34th Floor  
 Address Line 4: New York, NEW YORK 10010

ATTORNEY DOCKET NUMBER:	10415/03226
NAME OF SUBMITTER:	Mitchell E. Radin
Signature:	/mer/

**CH \$40.00 2378501**

Date:

08/14/2006

Total Attachments: 2

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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 060828050 - 082230 BTTR

**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 **Koeman'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

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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 10<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