

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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: 4

Property Type	Number	Word Mark
Serial Number:	76180022	AVENUE
Serial Number:	76246733	ACTIVEWEAR BY AVENUE
Serial Number:	76045176	AVENUE DIRECT
Serial Number:	76246732	AVETECH

CORRESPONDENCE DATA

Fax Number: (212)974-8474
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-974-7474
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 Correspondent Name: Mitchell E. Radin, Esq.
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ATTORNEY DOCKET NUMBER: 10485/03205-1

CH \$115.00 76180022

NAME OF SUBMITTER:	Mitchell E. Radin, Esq.
Signature:	/mer/
Date:	11/09/2006
Total Attachments: 2 source=Merger, United Retail Incorporated (The Avenue, Inc.)#page1.tif source=Merger, United Retail Incorporated (The Avenue, Inc.)#page2.tif	

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

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 040A38050 - 0A3230 FTTK

**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 ROSSMAN'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 10th day of November 2004.

Attest: Frederic E. Stern
Frederic E. Stern

Vice President: Jan Grossman
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.

Frederic E. Stern
Frederic E. Stern, Secretary

Jan Grossman
Jan Grossman, Vice President