

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/07/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Urban Outfitters (Delaware), Inc.		11/07/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.O. Merchandise, Inc.
Street Address:	5000 South Broad Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19112-1495
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 105

Property Type	Number	Word Mark
Registration Number:	1627271	ECOTE
Registration Number:	1711868	CO-OPERATIVE
Registration Number:	1763514	URBAN RENEWAL
Registration Number:	1960552	FINK
Registration Number:	2278800	STAPLEFORD
Registration Number:	2412456	URBAN RENEWAL
Registration Number:	2518432	URBN.COM
Registration Number:	2583580	IDRA
Registration Number:	2588172	ANTHROPOLOGIE
Registration Number:	2722127	CHARACTER HERO
Registration Number:	2957649	URBAN RENEWAL
Registration Number:	2972453	FIELD FLOWER
Registration Number:	2981579	HEI-HEI

OP \$2640.00 1627271

Registration Number:	2984297	
Registration Number:	3069997	BRAND: ALL-SON
Registration Number:	3081461	HAWKINGS MCGILL
Registration Number:	3090843	A LITTLE BIRDIE TOLD ME
Registration Number:	3093654	KIMCHI & BLUE
Registration Number:	3093721	DELETTA
Registration Number:	3098559	RIC-RAC
Registration Number:	3104221	UOD BDG GUARANTEED TOUGH
Registration Number:	3107286	LITTLE YELLOW BUTTON
Registration Number:	3107307	SPARKLE & FADE
Registration Number:	3114746	MAEVE
Registration Number:	3139520	CHARLIE & ROBIN
Registration Number:	3145615	SLEEPING ON SNOW
Registration Number:	3148705	ETT TWA
Registration Number:	3151022	HI-BROW
Registration Number:	3174658	SPARROW
Registration Number:	3183736	ELEVENSES
Registration Number:	3183737	SITWELL
Registration Number:	3186851	SUNDAY MONDAY TUESDAY WEDNESDAY THURSDAY FRIDAY SATURDAY
Registration Number:	3187808	OISEAU
Registration Number:	3189245	DARLING BLUE
Registration Number:	3194080	STANDARD CLOTH WASHINGTON STREET
Registration Number:	3240726	ALLIHOP
Registration Number:	3255179	THE CHARMER
Registration Number:	3257982	ODILLE
Registration Number:	3272482	THE CHARMER
Registration Number:	3293297	OISEAU
Registration Number:	3295293	BICA CHEIA
Registration Number:	3320961	LILKA
Registration Number:	3321165	+
Registration Number:	3321203	LAUREATE LANE
Registration Number:	3321324	MOULINETTE SOEURS
Registration Number:	3325151	KNITTED & KNOTTED
Registration Number:	3334632	THIS TREE NEEDS YOU

Registration Number:	3349797	FAIRYTALES ARE TRUE
Registration Number:	3362100	CARTONNIER
Registration Number:	3393205	PURE & GOOD
Registration Number:	3399770	4040 LOCUST
Registration Number:	3412977	SILENCE & NOISE
Registration Number:	3415160	EDMÉ & ESYLLTE
Registration Number:	3423625	FEATHER BONE
Registration Number:	3427282	URBAN RENEWAL
Registration Number:	3445087	SHINY PINE
Registration Number:	3480442	TAIKONHU
Registration Number:	3480443	HAND KNIT BY DOLLIE
Registration Number:	3481752	SALT VALLEY WESTERN
Registration Number:	3493375	SATU FIELD OF FREESIA
Registration Number:	3493376	SATU PLUM NECTAR
Registration Number:	3493377	SATU VANILLA INFUSION
Registration Number:	3527128	O'HANLON MILLS CARRAGN KERRY
Registration Number:	3540367	FLAMING JUNE
Registration Number:	3564285	PEASANDQUEUES
Registration Number:	3564615	FLOREAT
Registration Number:	3579583	TERRAIN AT STYER'S
Registration Number:	3595512	DEENA & OZZY
Registration Number:	3596618	DEENA & OZZY
Registration Number:	3620107	WE THE FREE
Registration Number:	3623432	MOULINETTE SOEURS
Registration Number:	3628715	LEIFSDOTTIR
Registration Number:	3636132	SPACE 15 TWENTY
Registration Number:	3636692	TERRAIN
Registration Number:	3657953	DEENA & OZZY
Registration Number:	3658757	PINS AND NEEDLES
Registration Number:	3666818	MOTH
Registration Number:	3667355	LUCKY PENNY
Registration Number:	3670132	JASPER & JEERA
Registration Number:	3670473	KOTO
Registration Number:	3674190	WE THE FREE
Registration Number:	3683218	ELOISE

Serial Number:	78836808	BUILDING 10
Serial Number:	77812484	3RDMARK.COM
Serial Number:	77812479	3RD MARK
Serial Number:	77812477	HOLDING HORSES
Serial Number:	77812472	FIETS VOR 2
Serial Number:	77760827	KIMCHI & BLUE
Serial Number:	77735597	SNOW DAY
Serial Number:	77735596	CONTRIBUTOR BY RACHEL COMEY
Serial Number:	77731166	EEK BY EUGENIA KIM
Serial Number:	77717174	PILCRO AND THE LETTERPRESS
Serial Number:	77654641	PINS & NEEDLES
Serial Number:	77654639	STARING AT STARS
Serial Number:	77570758	DARK MATTER BY KNOX
Serial Number:	77520094	MARCO OPERATIVE VENISE
Serial Number:	77515559	MEADOW-RUE
Serial Number:	77515546	COINCIDENCE & CHANCE
Serial Number:	77432825	CLARA PEARL
Serial Number:	77432824	ONCE UPON
Serial Number:	77432821	LEIFSDOTTIR
Serial Number:	77343715	4040 LOCUST
Serial Number:	77241618	TERRAIN
Serial Number:	77153132	GRACE
Serial Number:	77101137	PURE & GOOD

CORRESPONDENCE DATA

Fax Number: (215)988-2757
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-988-2938
Email: William.Lehane@dbr.com
Correspondent Name: William J. Lehane
Address Line 1: One Logan Square
Address Line 2: 18th & Cherry Streets
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	123842
NAME OF SUBMITTER:	William J. Lehane
Signature:	/William J. Lehane/

Date:

09/23/2009

Total Attachments: 5

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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is U.O. Merchandise, Inc., a Pennsylvania corporation, and Urban Outfitters (Delaware), Inc., a Delaware corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is U.O. Merchandise, Inc., a Pennsylvania corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective upon filing this Certificate of Merger in the Department of State.

SIXTH: The Agreement of Merger is on file at 5000 South Broad Street, Philadelphia, PA 19112-1495, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHT: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 5000 South Broad Street, Philadelphia, PA 19112-1495.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 7th day of November, 2008.

By: John E. Kyeas
Authorized Officer

Name: John E. Kyeas
Print or Type

Title: Chief Financial Officer

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles/Certificate of Merger
(15 Pa.C.S.)

- Domestic Business Corporation (§ 1926)
 Domestic Nonprofit Corporation (§ 5926)
 Limited Partnership (§ 8547)

Name Kirsten Comley		
Address 5000 South Broad Street		
City Philadelphia	State PA	Zip Code 19112-1495

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Fee: \$150 plus \$40 additional for each Party in additional to two

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:
U.O. Merchandise, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
5000 South Broad Street	Philadelphia	PA	19112-1495	Philadelphia

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

7th day of November,
2008

U.O. Merchandise, Inc

Name of Corporation/Limited Partnership

[Handwritten Signature]

Signature

President

Title

Urban Outfitters (Delaware), Inc.

Name of Corporation/Limited Partnership

[Handwritten Signature]

Signature

Chief Financial Officer

Title