

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/12/2008		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Urban Outfitters (Delaware) Inc..		01/07/2008
			Entity Type
			CORPORATION: PENNSYLVANIA
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: 1			
	Property Type	Number	Word Mark
Serial Number:		77773006	OVER & OVER
CORRESPONDENCE DATA			
Fax Number:	(215)988-2757		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215-988-2938		
Email:	William.Lehane@dbr.com		
Correspondent Name:	William J. Lehane		
Address Line 1:	One Logan Square, Ste. 2000		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-6996		
ATTORNEY DOCKET NUMBER:	123842		
NAME OF SUBMITTER:	William J. Lehane		
Signature:	/William J. Lehane/		

OP \$40.00 77773006

900174839

**TRADEMARK
 REEL: 004303 FRAME: 0507**

Date:

10/25/2010

Total Attachments: 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"URBAN OUTFITTERS (DELAWARE), INC.", A DELAWARE CORPORATION, WITH AND INTO "U.O. MERCHANDISE, INC." UNDER THE NAME OF "U.O. MERCHANDISE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF NOVEMBER, A.D. 2008, AT 11:34 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4621832 8100M

081109181

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6966016

DATE: 11-14-08

TRADEMARK
REEL: 004303 FRAME: 0509

**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

PHTRANS/ 744536.3
DRAFT

RECORDED: 10/25/2010

TRADEMARK
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