

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
United Retail Incorporated		04/13/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Avenue Stores, LLC
<b>Street Address:</b>	365 West Passaic Street , Suite 230
<b>City:</b>	Rochelle Park
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	07662
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 61**

Property Type	Number	Word Mark
Registration Number:	4077310	AVENUE
Registration Number:	4009165	AVENUE
Registration Number:	4013617	SEXY NIGHTS
Registration Number:	3299503	SOFT BY AVENUE
Registration Number:	3230962	SOFT BY AVENUE
Registration Number:	3386257	SHIRT AVENUE
Registration Number:	3236862	AVENUE
Registration Number:	3221647	AVENUE
Registration Number:	3337392	AVENUE BODY
Registration Number:	3951871	HIDDEN STYLE
Registration Number:	3569232	XTREME-TEK
Registration Number:	3613102	SEXY NIGHTS
Registration Number:	3523077	SEXY SECRETS
Registration Number:	3432105	SMOOTH EMBRACE

OP \$1540.00 4077310

Registration Number:	3475321	AVENUE SIGNATURECHINO
Registration Number:	3470975	AVENUE JEANS
Registration Number:	2848836	DREAM CURVES
Registration Number:	2630831	CLOUDWALKERS
Registration Number:	3337603	AVENUE
Registration Number:	2656395	AVENUE
Registration Number:	2608788	AVENUE
Registration Number:	3418765	AVENUE DIRECT
Registration Number:	2642495	CW SHOE
Registration Number:	2598919	CLOUDCARE
Registration Number:	2534538	AVENUE BODY
Registration Number:	2601626	AVENUE
Registration Number:	2673518	CLOUD WALKERS
Registration Number:	2351577	JUST LIKE WALKING ON AIR
Registration Number:	2678430	CLOUD WALKERS
Registration Number:	2474547	AVENUE
Registration Number:	2742451	AVENUE
Registration Number:	2860468	AVENUE
Registration Number:	2445518	AVENUE
Registration Number:	2727404	AVENUE
Registration Number:	2472442	AVENUE.COM
Registration Number:	2516111	AVENUE ESSENTIALS
Registration Number:	2556445	CLOUD SOFT
Registration Number:	2423679	CLOUD HEEL STRIKE PAD
Registration Number:	2300481	NOTHING SHOULD STOP YOU
Registration Number:	2163410	CLOUD WALKERS
Registration Number:	2170163	CLOUD RACERS
Registration Number:	2094680	CLOUD WALKERS
Registration Number:	2055247	WALK ON AIR
Registration Number:	2218272	AVENUE
Registration Number:	2251168	AVENUE PLUS
Registration Number:	2089978	AVENUE BLUES
Registration Number:	2088167	THE AVENUE
Registration Number:	2065819	THE AVENUE
Registration Number:	2144949	THE AVENUE

	2016250	THE LARGE SIZE FASHION SOURCE
Registration Number:	1773306	THE AVENUE SHOP FOR WOMEN
Registration Number:	1750551	THE AVENUE SHOP FOR WOMEN
Registration Number:	1678620	THE AVENUE
Registration Number:	1528397	FORELLI
Registration Number:	1174357	CLOUD SOFT COMFORT
Registration Number:	0634405	CLOUD WALK
Registration Number:	0534076	CLOUD WALKER
Registration Number:	2993599	AVENUE
Registration Number:	1563443	AVENUE
Registration Number:	1552946	AVENUES
Serial Number:	85323643	AVENUE STUDIO

**CORRESPONDENCE DATA**

Fax Number: (212)291-9868  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 212 558 4229  
Email: demarcor@sullcrom.com, nguyenb@sullcrom.com  
Correspondent Name: Raffaele A. DeMarco  
Address Line 1: 125 Broad Street  
Address Line 2: Sullivan & Cromwell LLP  
Address Line 4: New York, NEW YORK 10004-2498

ATTORNEY DOCKET NUMBER:	019588/0025
NAME OF SUBMITTER:	Raffaele A. DeMarco
Signature:	/Raffaele A. DeMarco/
Date:	04/16/2012

Total Attachments: 7  
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**TRADEMARK ASSIGNMENT AGREEMENT**

This TRADEMARK ASSIGNMENT AGREEMENT (this "Assignment") is made as of April 13, 2012, between United Retail Incorporated, a Delaware corporation ("Assignor"), and Avenue Stores, LLC, a Delaware limited liability company formerly known as Ornatus URG Acquisition, LLC ("Assignee").

**WITNESSETH:**

WHEREAS, Assignor is a Seller under that certain Asset Purchase Agreement, dated as of February 1, 2012, by and among Assignor, Assignee as Buyer and the other parties thereto, as amended (the "Purchase Agreement");

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks set forth on Schedule A attached hereto (collectively, the "Assigned Trademarks");

WHEREAS, pursuant to the Purchase Agreement, Assignor desires to sell, convey, assign, transfer and deliver to the Assignee all right, title and interest in and to the Assigned Trademarks, and Assignee desires to accept such assignment of the Assigned Trademarks from Assignor; and

WHEREAS, capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Purchase Agreement.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignment. Effective as of the date hereof, Assignor hereby sells, conveys, assigns, transfers and delivers to Assignee (free and clear of all Liens other than Permitted Liens expressly identified in the Sale Order), all right, title and interest in and to the Assigned Trademarks, together with the goodwill of the business in connection with which the Assigned Trademarks are used, all rights to collect royalties, products and proceeds in connection therewith, all rights to sue and bring claims for past, present and future infringement and misappropriation or other violation thereof, and all rights to recover damages (including attorneys' fees) in connection therewith, together with right to file for and own any and all renewals and extensions of the registrations for the Assigned Trademarks that may be secured under any applicable law now or hereafter in effect, and all rights corresponding to the foregoing that may exist in any jurisdiction throughout the world.
2. Further Assurances. From time to time following the date hereof, and without any further consideration or other payment, Assignor shall execute and deliver such other instruments of conveyance, assignment, transfer and delivery and execute and deliver such other documents and take or cause to be taken such other actions as Assignee reasonably may request in order to consummate, complete and carry out the transactions contemplated by this Assignment.
3. Successors. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns.

4. Counterparts. This Assignment may be executed in counterparts (including by means of facsimile signature pages), any one of which need not contain the signatures of more than one party, but all such counterparts taken together shall constitute one and the same agreement.
5. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH THE INTERNAL LAWS, AND NOT THE LAWS OF CONFLICTS, OF THE STATE OF NEW YORK.

*[The remainder of this page intentionally left blank.]*

IN WITNESS WHEREOF, the parties hereto hereby cause this Assignment to be duly executed by their respective authorized officers as of the day and year first above written.

**ASSIGNOR:**

UNITED RETAIL INCORPORATED

By: *Dawn Robertson*  
Name: Dawn Robertson  
Title: Chief Executive Officer

STATE OF NEW YORK

COUNTY OF NEW YORK

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State of New York and County of New York to take acknowledgments, personally appeared Dawn Robertson, Chief Executive Officer of United Retail Incorporated, to me known to be the person described herein and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and persons therein mentioned.

WITNESS my hand and notarial seal, at the State and County aforesaid, this 12<sup>th</sup> day of April, 2012.

*Beth Friedman Lurie*  
NOTARY PUBLIC

**BETH FRIEDMAN LURIE**  
NOTARY PUBLIC, State of New York  
No. 4783035  
Qualified in Nassau County  
Commission Expires Sept. 30, 2013

My commission expires on: 9/13

**ASSIGNEE:**

AVENUE STORES, LLC

By: \_\_\_\_\_

Name: Paul Halpern

Title: Authorized Signatory

STATE OF Pennsylvania  
COUNTY OF Philadelphia

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State of Pennsylvania and County of Philadelphia to take acknowledgments, personally appeared Paul Halpern, the Authorized Signatory of Avenue Stores, LLC, to me known to be the person described herein and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and persons therein mentioned.

WITNESS my hand and notarial seal, at the State and County aforesaid, this 12 day of April, 2012.

Maria D. Zane  
NOTARY PUBLIC

My commission expires on: 4-29-12

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Maria D. Zane, Notary Public  
City of Philadelphia, Philadelphia County  
My Commission Expires April 29, 2012  
Member, Pennsylvania Association of Notaries

**Schedule A  
Trademarks**

**US TRADEMARKS**

<b>Applicant</b>	<b>Trademark</b>	<b>Registration/ Serial Number</b>	<b>Date of Registration</b>
United Retail Incorporated	AVENUE BLUES	2089978	1997.08.19
United Retail Incorporated	AVENUE BODY	3337392	2007.11.13
United Retail Incorporated	AVENUE BODY	2534538	2002.01.29
United Retail Incorporated	AVENUE DIRECT	3418765	2008.04.29
United Retail Incorporated	AVENUE ESSENTIALS	2516111	2001.12.11
United Retail Incorporated	AVENUE JEANS	3470975	2008.07.22
United Retail Incorporated	AVENUE PLUS	2251168	2009.06.08
United Retail Incorporated	AVENUE SIGNATURECHINO	3475321	2008.07.29
United Retail Incorporated	AVENUE STUDIO	85/323643	Pending application.
United Retail Incorporated	AVENUE.COM	2472442	2001.07.24
United Retail Incorporated	AVENUE	2218272	1999.01.19
United Retail Incorporated	AVENUE	2445518	2001.04.24
United Retail Incorporated	AVENUE	2474547	2001.07.31
United Retail Incorporated	AVENUE	2601626	2002.07.30
United Retail Incorporated	AVENUE	2608788	2002.08.20
United Retail Incorporated	AVENUE	2656395	2002.12.03
United Retail Incorporated	AVENUE	2727404	2003.06.17
United Retail Incorporated	AVENUE	2742451	2003.07.29
United Retail Incorporated	AVENUE	2860468	2004.07.06
United Retail Incorporated	AVENUE	2993599	2005.09.13
United Retail Incorporated	AVENUE	3221647	2007.03.27
United Retail Incorporated	AVENUE	3236862	2007.05.01
United Retail Incorporated	AVENUE	3337603	2007.11.20
United Retail Incorporated	AVENUE	4009165	2011.08.09
United Retail Incorporated	AVENUE	4077310	2011.12.27
United Retail Incorporated	CLOUD HEEL STRIKE PAD	2423679	2001.01.23
United Retail Incorporated	CLOUD RACERS	2170163	1998.06.30
United Retail Incorporated	CLOUD WALK	0634405	1956.09.11
United Retail Incorporated	CLOUD WALKER	0534076	1950.11.28
United Retail Incorporated	CLOUD WALKERS	2094680	1997.09.09
United Retail Incorporated	CLOUD WALKERS	2163410	1998.06.09
United Retail Incorporated	CLOUD WALKERS	2678430	2003.01.21
United Retail Incorporated	CLOUD WALKERS & Design (Banner design)	2673518	2003.01.14
United Retail Incorporated	CLOUDWALKERS	2630831	2002.10.08
United Retail Incorporated	DREAM CURVES	2848836	2004.06.01
United Retail Incorporated	FORELLI	1528397	1989.03.07
United Retail Incorporated	HIDDEN STYLE	3951871	2011.04.26
United Retail Incorporated	JUST LIKE WALKING ON AIR	2351577	2000.05.23
United Retail Incorporated	NOTHING SHOULD STOP YOU	2300481	1999.12.14
United Retail Incorporated	SEXY NIGHTS	3613102	2009.04.28
United Retail Incorporated	SEXY NIGHTS	4013617	2011.08.16



Applicant	Trademark	Registration/ Serial Number	Date of Registration
United Retail Incorporated	SEXY SECRETS	3523077	2008.10.28
United Retail Incorporated	SHIRT AVENUE	3386257	2008.02.19
United Retail Incorporated	SMOOTH EMBRACE	3432105	2008.05.20
United Retail Incorporated	SOFT BY AVENUE	3299503	2007.09.25
United Retail Incorporated	SOFT BY AVENUE	3230962	2007.04.17
United Retail Incorporated	THE AVENUE SHOP FOR WOMEN	1750551	1993.02.02
United Retail Incorporated	THE AVENUE SHOP FOR WOMEN	1773306	1993.05.25
United Retail Incorporated	THE AVENUE	1678620	1992.03.10
United Retail Incorporated	THE AVENUE	2065819	1997.05.27
United Retail Incorporated	THE AVENUE	2088167	1997.08.12
United Retail Incorporated	THE AVENUE	2144949	1998.03.17
United Retail Incorporated	THE LARGE SIZE FASHION SOURCE	2016250	1996.11.12
United Retail Incorporated	WALK ON AIR	2055247	1997.04.22
United Retail Incorporated	XTREME-TEK	3569232	2009.02.03
United Retail Incorporated	CW SHOE	2642495	2002.10.29
United Retail Incorporated	CLOUDCARE	2598919	2002.07.23
United Retail Incorporated	AVENUE	1563443	1989.10.31
United Retail Incorporated	AVENUES	1552946	1989.08.22
United Retail Incorporated	CLOUD SOFT COMFORT	1174357	1981.10.20
United Retail Incorporated	CLOUD SOFT	2556445	2002.04.02

## URI [AVENUE]

### International Trademarks

Applicant	Trademark	Country	Registration/ Serial Number	Date of Registration
The Avenue, Inc.	AVENUE BLUES	Hong Kong	07736 of 1997	1996.01.23
The Avenue, Inc.	AVENUE HOME	China	1924033	2002.11.07
The Avenue, Inc.	AVENUE HOME	China	1811322	2002.07.21
The Avenue, Inc.	AVENUES & Design	Canada	TMA377914	1991.01.11
The Avenue, Inc.	THE AVENUE	Mexico	431469	1993.03.03
The Avenue, Inc.	THE AVENUE	Mexico	431471	1993.03.03
The Avenue, Inc.	THE AVENUE	Hong Kong	B03807 of 1996	1996.04.26
The Avenue, Inc.	CLOUDWALKERS.COM	Brazil	821725874	2003.09.03
The Avenue, Inc.	CLOUDWALKERS	Brazil	821725866	2004.03.23
The Avenue, Inc.	CLOUDWALKERS	Brazil	821727753	2003.09.02
The Avenue, Inc.	CLOUD WALKERS & Design (Banner design)	Brazil	812763539	2004.03.30
The Avenue, Inc.	CLOUD WALKERS & Design (Banner design)	Brazil	821763547	2005.02.15
United Retail Incorporated	AVENUE BLUES	Turkey	171949	1996.07.23
United Retail Incorporated	AVENUE BLUESWEAR Collection	Canada	TMA520522	1999.12.14
United Retail Incorporated	AVENUE BLUESWEAR Collection	India	718610	1996.06.11
United Retail Incorporated	AVENUE BLUESWEAR Collection	Turkey	176469	1996.09.20
United Retail Incorporated	AVENUE BY DESIGN	Turkey	180245	1996.11.27
United Retail Incorporated	AVENUE.COM	China	1695850	2002.01.07

Applicant	Trademark	Country	Registration/ Serial Number	Date of Registration
United Retail Incorporated	CLOUD WALKERS & Design (Banner design)	EU	1135516	2002.06.17
United Retail Incorporated	THE AVENUE	Turkey	138078	1992.08.14