

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
U. O. Merchandise, Inc.		02/01/2013	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 118

Property Type	Number	Word Mark
Registration Number:	4384044	STANDARD CLOTH
Registration Number:	4384395	BARONET FUTURIST
Registration Number:	4375741	FREE PEOPLE X
Registration Number:	4363035	CPO
Registration Number:	4243675	PIED JUSTE
Registration Number:	4210188	HAWKINGS MCGILL
Registration Number:	4210082	YOUR NEIGHBORS
Registration Number:	4205705	FAR AWAY FROM CLOSE
Registration Number:	4188100	LEIFNOTES
Registration Number:	4097204	GROWN UNDER GLASS
Registration Number:	4057211	WEE FREE PEOPLE
Registration Number:	4026181	BORA AKSU'S DRAWER
Registration Number:	4019297	BDG

OP \$2965.00 4384044

Registration Number:	3977190	PRINT RUN CO.
Registration Number:	3934546	KIMCHI BLUE
Registration Number:	3931136	ECOTÉ
Registration Number:	3928709	STARING AT STARS
Registration Number:	3321324	MOULINETTE SOEURS
Registration Number:	3320961	LILKA
Registration Number:	3272482	THE CHARMER
Registration Number:	3240726	ALLIHOP
Registration Number:	3186851	SUNDAY MONDAY TUESDAY WEDNESDAY THURSDAY
Registration Number:	3183737	SITWELL
Registration Number:	3183736	ELEVENSES
Registration Number:	3148705	ETT TWA
Registration Number:	3145615	SLEEPING ON SNOW
Registration Number:	3257982	ODILLE
Registration Number:	3393205	PURE & GOOD
Registration Number:	3321203	LAUREATE LANE
Registration Number:	3666818	MOTH
Registration Number:	3683218	ELOISE
Registration Number:	3743398	BUILDING 10
Registration Number:	3321165	+ ....
Registration Number:	3334632	THIS TREE NEEDS YOU
Registration Number:	3255179	THE CHARMER
Registration Number:	3399770	4040 LOCUST
Registration Number:	3596618	DEENA & OZZY
Registration Number:	3412977	SILENCE & NOISE
Registration Number:	3349797	FAIRYTALES ARE TRUE
Registration Number:	3295293	BICA CHEIA
Registration Number:	4179661	MEADOW RUE
Registration Number:	3975204	HOLDING HORSES
Registration Number:	3881168	FIETS VOOR 2
Registration Number:	3756069	PILCRO AND THE LETTERPRESS
Registration Number:	3628715	LEIFSDOTTIR
Registration Number:	3636692	TERRAIN
Registration Number:	3924582	THE ANTHROPOLOGIST
Registration Number:	3901435	OVER & OVER

	3901341	SNOW DAY
Registration Number:	3775968	PINS AND NEEDLES
Registration Number:	3773060	STARING AT STARS
Registration Number:	3657953	DEENA & OZZY
Registration Number:	3564615	FLOREAT
Registration Number:	3674190	WE THE FREE
Registration Number:	3579583	TERRAIN AT STYER'S
Registration Number:	3857387	COINCIDENCE & CHANCE
Registration Number:	3480443	HAND KNIT BY DOLLIE
Registration Number:	3493377	SATU VANILLA INFUSION
Registration Number:	3493375	SATU FIELD OF FREESIA
Registration Number:	3623432	MOULINETTE SOEURS
Registration Number:	3423625	FEATHER BONE
Registration Number:	3564285	PEASANDQUEUES
Registration Number:	3480442	TAIKONHU
Registration Number:	3670132	JASPER & JEERA
Registration Number:	3362100	CARTONNIER
Registration Number:	3493376	SATU PLUM NECTAR
Registration Number:	3415160	EDMÉ & ESYLLTE
Registration Number:	3670473	KOTO
Registration Number:	3527128	O'HANLON MILLS CARRAGN KERRY
Registration Number:	3908366	LEIFSDOTTIR
Registration Number:	3667355	LUCKY PENNY
Registration Number:	3636132	SPACE 15 TWENTY
Registration Number:	3445087	SHINY PINE
Registration Number:	3658757	PINS AND NEEDLES
Registration Number:	3620107	WE THE FREE
Registration Number:	3481752	SALT VALLEY WESTERN
Registration Number:	3595512	DEENA & OZZY
Registration Number:	3755077	GRACE
Registration Number:	3325151	KNITTED & KNOTTED
Registration Number:	3093721	DELETTA
Registration Number:	3540367	FLAMING JUNE
Registration Number:	2722127	CHARACTER HERO
Registration Number:	3187808	OISEAU

	3174658	SPARROW
Registration Number:	3139520	CHARLIE & ROBIN
Registration Number:	3107307	SPARKLE & FADE
Registration Number:	2588172	ANTHROPOLOGIE
Registration Number:	3114746	MAEVE
Registration Number:	3098559	RIC-RAC
Registration Number:	3081461	HAWKINGS MCGILL
Registration Number:	3093654	KIMCHI & BLUE
Registration Number:	3069997	BRAND: ALL-SON
Registration Number:	2981579	HEI-HEI
Registration Number:	2972453	FIELD FLOWER
Registration Number:	3427282	URBAN RENEWAL
Registration Number:	2518432	URBN.COM
Registration Number:	2412456	URBAN RENEWAL
Registration Number:	2278800	STAPLEFORD
Registration Number:	1763514	URBAN RENEWAL
Registration Number:	1711868	CO-OPERATIVE
Registration Number:	1960552	FINK
Registration Number:	1627271	ECOTE
Serial Number:	86056452	AMADELLE
Serial Number:	86022332	UOONU
Serial Number:	85632708	4040 LOCUST
Serial Number:	85625754	CHANGE OF THE MOON
Serial Number:	85902541	PURE & GOOD
Serial Number:	85709211	WITHOUT WALLS
Serial Number:	85199795	ASSEMBLY HOME
Serial Number:	85804623	GOLDENDAZE
Serial Number:	85959252	SILENCE & NOISE
Serial Number:	85949183	CHARACTER HERO
Serial Number:	85943374	JASPER & JEERA
Serial Number:	85918830	DEVIL'S HARVEST
Serial Number:	85687227	COLLECTIVE VOYAGE
Serial Number:	85709208	ALLOVER
Serial Number:	85802857	LITTLE YELLOW BUTTON
Serial Number:	77343715	4040 LOCUST

**TRADEMARK**

**REEL: 005172 FRAME: 0442**

Fax Number: 2159882757

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

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/
Date:	12/12/2013
<b>Total Attachments: 3</b> source=URBAN OUTFITTERS WHOLESale, INC. PA-MERGER#page1.tif source=URBAN OUTFITTERS WHOLESale, INC. PA-MERGER#page2.tif source=URBAN OUTFITTERS WHOLESale, INC. PA-MERGER#page3.tif	

**PENNSYLVANIA DEPARTMENT OF STATE  
 BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

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

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

Name \_\_\_\_\_  
 \_\_\_\_\_  
 517144-015 KCU  
 Corporation Service Company

Commonwealth of Pennsylvania  
 ARTICLES OF MERGER-BUSINESS 4 Page(s)



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

Urban Outfitters Wholesale, 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	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	County

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PA DEPT OF STATE

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business/nonprofit corporation/limited partnership and qualified foreign business/nonprofit corporation/limited partnership which is a party to the plan of merger are as follows:

Name	Registered Office Address	Commercial Registered Officer Provider	County
U.O. Merchandise, Inc.	5000 South Broad Street Philadelphia, PA 19112		Philadelphia

4. Check, and if appropriate complete, one of the following:

The plan of merger shall be effective upon filing these Articles/Certificate of Merger in the Department of State.

The plan of merger shall be effective on: 2/1/2013 at 12:01 a.m.  
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation/limited partnership is as follows:

Name of Limited Liability Company	Manner of Adoption
U.O. Merchandise, Inc.	Adopted by action of the board of directors of the corporation pursuant to 15 Pa. C.S. §1924(b)(2).
Urban Outfitters Wholesale, Inc.	Adopted by action of the board of directors of the corporation pursuant to 15 Pa. C.S. §1924(b)(2).

6. ~~Strike out this paragraph if no foreign corporation/limited partnership is a party to the merger: The plan was authorized, adopted or approved, as the case may be, by the foreign business/nonprofit corporation/limited partnership (or each of the foreign business/nonprofit corporation/limited partnership) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated/organized.~~

7. Check, and if appropriate complete, one of the following:

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901/§ 8547(b) (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative provisions of the Articles of Incorporation/Certificate of Limited Partnership of the surviving corporation/limited partnership as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation/limited partnership, the address of which is:

5000 South Broad St.	Philadelphia	PA	19112	Philadelphia
Number and street	City	State	Zip	County

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

31 day of January, 2013.

Urban Outfitters Wholesale, Inc.

Name of Corporation/Limited Partnership



Signature

Frank Conforti, Chief Financial Officer

Title

U.O. Merchandise, Inc.

Name of Corporation/Limited Partnership



Signature

Frank Conforti, Chief Financial Officer

Title