

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
U.O.D., Inc.		08/01/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Urban Outfitters, Inc.
Street Address:	1801 Walnut Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19103
Entity Type:	CORPORATION: PENNSYLVANIA

**PROPERTY NUMBERS Total: 76**

Property Type	Number	Word Mark
Registration Number:	3114746	MAEVE
Registration Number:	3107307	SPARKLE & FADE
Registration Number:	3107286	LITTLE YELLOW BUTTON
Registration Number:	3104221	UOD BDG GUARANTEED TOUGH
Registration Number:	3098559	RIC-RAC
Registration Number:	3093721	DELETTA
Registration Number:	3093654	KIMCHI & BLUE
Registration Number:	3090843	A LITTLE BIRDIE TOLD ME
Registration Number:	3081461	HAWKINGS MCGILL
Registration Number:	3069997	BRAND: ALL-SON
Registration Number:	2984297	
Registration Number:	2981579	HEI-HEI
Registration Number:	2972453	FIELD FLOWER

OP \$1915.00 3114746

Registration Number:	2957649	URBAN RENEWAL
Registration Number:	2770021	FREE PEOPLE
Registration Number:	2722127	CHARACTER HERO
Registration Number:	2675484	LUCKY PENNY
Registration Number:	2599039	NAP TIME
Registration Number:	2588172	ANTHROPOLOGIE
Registration Number:	2583580	IDRA
Registration Number:	2518432	URBN.COM
Registration Number:	2412456	URBAN RENEWAL
Registration Number:	2278800	STAPLEFORD
Registration Number:	2174296	UO
Registration Number:	2102347	365 DAYS
Registration Number:	1960552	FINK
Registration Number:	1929824	SLANT
Registration Number:	1827547	FREE PEOPLE
Registration Number:	1814261	ANTHROPOLOGIE
Registration Number:	1763514	URBAN RENEWAL
Registration Number:	1711868	CO-OPERATIVE
Registration Number:	1627271	ECOTE
Registration Number:	1491196	ODILE LANCON
Registration Number:	1323901	URBAN OUTFITTERS
Serial Number:	76564319	FIELD TRIP
Serial Number:	76564322	HEI-HEI
Serial Number:	76570811	KNITTED & KNOTTED
Serial Number:	76573747	CHARLIE & ROBIN
Serial Number:	76615858	URBAN RENEWAL
Serial Number:	76633682	SPARROW
Serial Number:	76633683	OISEAU
Serial Number:	76633685	HOMAGE
Serial Number:	76645455	SPARROW
Serial Number:	76645456	SPARROW CLASSIC
Serial Number:	78747354	A JANELA
Serial Number:	78747361	BICA CHEIA
Serial Number:	78747363	ALLIHOP
Serial Number:	78747369	ETT TWA

Serial Number:	78747372	SATU
Serial Number:	78748143	FAIRYTALES ARE TRUE
Serial Number:	78748146	KOTO
Serial Number:	78748148	SILENCE & NOISE
Serial Number:	78748150	DEENA & OZZY
Serial Number:	78789040	SLEEPING ON SNOW
Serial Number:	78790349	4040 LOCUST
Serial Number:	78790356	KITTY STITCHES
Serial Number:	78790359	ASTROFRUIT
Serial Number:	78790578	THE CHARMER
Serial Number:	78790599	DARLING BLUE
Serial Number:	78790612	FLAMING JUNE
Serial Number:	78790617	WOMAN IN YELLOW
Serial Number:	78799166	THIS TREE NEEDS YOU
Serial Number:	78805494	ELEVENSES
Serial Number:	78805500	ELOISE
Serial Number:	78805502	MOTH
Serial Number:	78805509	SITWELL
Serial Number:	78805515	SUNDAY MONDAY TUESDAY WEDNESDAY THURSDAY FRIDAY SATURDAY
Serial Number:	78805521	ZOEY
Serial Number:	78805524	ODILLE
Serial Number:	78811088	
Serial Number:	78817973	LAUREATE LANE
Serial Number:	78821345	PURE & GOOD
Serial Number:	78836808	BUILDING 10
Serial Number:	78836822	MOULINETTE SOEURS
Serial Number:	78843349	STANDARD CLOTH WASHINGTON STREET
Serial Number:	78843359	TAOS WESTERN

**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

**TRADEMARK**  
**REEL: 003364 FRAME: 0093**

Address Line 2: 18th & Cherry streets  
Address Line 4: Philadelphia, PENNSYLVANIA 19103

NAME OF SUBMITTER: William J. Lehane

Signature: /William J. Lehane/

Date: 08/08/2006

Total Attachments: 4  
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# Delaware

PAGE 1

*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 OWNERSHIP, WHICH MERGES:

"U.O.D., INC.", A DELAWARE CORPORATION,  
WITH AND INTO "URBAN OUTFITTERS, INC." UNDER THE NAME OF "URBAN OUTFITTERS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 2006, AT 6:51 O'CLOCK P.M.

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



4198997 8100M

060723144

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4950484

DATE: 08-03-06

TRADEMARK  
REEL: 003364 FRAME: 0095

**CERTIFICATE OF OWNERSHIP AND MERGER**

**U.O.D., INC.**  
(a Delaware corporation)

**with and into**

**URBAN OUTFITTERS, INC.**  
(a Pennsylvania corporation)

Pursuant to Section 253 of the Delaware General Corporation Law

Urban Outfitters, Inc., a corporation organized and existing under the Laws of the Commonwealth of Pennsylvania,

**DOES HEREBY CERTIFY THAT:**

**FIRST:** The name and state of organization of each of the constituent parties to the merger is as follows:

<u>NAME</u>	<u>STATE OF ORGANIZATION</u>
U.O.D., Inc.	Delaware
Urban Outfitters, Inc.	Pennsylvania

**SECOND:** Urban Outfitters, Inc. is the owner of 100% of the outstanding shares of common stock of U.O.D., Inc.

**THIRD:** The laws of the jurisdiction of organization of Urban Outfitters, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

**FOURTH:** The resolutions have been adopted by the Board of Directors of Urban Outfitters, Inc., by Unanimous Written Consent on July 31, 2006.

**FIFTH:** The name of the surviving corporation is Urban Outfitters, Inc.

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

**SEVENTH:** The merger shall be effective upon filing this Certificate of Merger with the Secretary of State of Delaware.

**EIGHTH:** The executed Agreement and Plan of Merger is on file at a place of business of Urban Outfitters, Inc. at 5000 South Broad Street, Philadelphia, Pennsylvania 19112-1495.

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:51 PM 08/01/2006  
FILED 06:51 PM 08/01/2006  
SRV 060723144 - 2235660 FILE*


**NINTH:** A copy of the Agreement and Plan of Merger will be furnished by Urban Outfitters, Inc. on request, without cost, to any stockholder of U.O.D., Inc. or of Urban Outfitters, Inc.

**TENTH:** Urban Outfitters, Inc., hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Inter-Urban, Inc., as well as for enforcement of any obligation of Urban Outfitters, Inc. arising from the merger herein provided for; Urban Outfitters, Inc. irrevocably appoints the Secretary of State of Delaware as its agent for service of process in any such proceeding; and does hereby specify the following address in which a copy of such process shall be mailed by the Secretary of State of Delaware, 5000 South Broad Street, Philadelphia, PA 19112-1495.

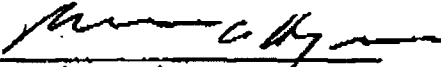
*Signature Page Follows*

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Ownership and Merger to be duly executed this 1<sup>st</sup> day of August, 2006.

U.O.D., INC.

By:   
Name: Ken Kubacki  
Title: President

URBAN OUTFITTERS, INC.

By:   
Name: Richard A. Hayter  
Title: President