

# RECORDATION FORM COVER SHEET PATENTS ONLY

OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

UNITED RETAIL INCORPORATED  
365 West Passaic Street  
Rochelle Park, New Jersey 07662

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Bank of America, N.A.

Internal Address: \_\_\_\_\_

Street Address: 335 Madison Avenue

City: New York State: NY Zip: 10017

Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: August 29, 2008

4. Application Number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_

A. Patent Application No.(s)  
See Attached Schedule A

B. Patent No.(s)  
See Attached Schedule A

Additional numbers attached?  Yes  No

5. Name and Address of party to whom correspondence concerning document should be mailed:

Name: CT Lien Solutions

Internal Address: \_\_\_\_\_

Street Address: 187 Wolf Rd  
Ste 101

City: Albany State: NY ZIP 12205

6. Total number of applications and patents involved

1

7. Total fee (37 CFR 3.41) ..... \$ 46.00

- Charge to Credit Card  
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 Expiration Date 11/09  
 Authorized to be charged to deposit account

8. Deposit account number:


(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Graig Solow, Esq.  
Name of Person Signing

  
Signature

September 3, 2008  
Date

Total number of pages including cover sheet, attachments, and document:

5

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

**SCHEDULE A**

Schedule A to a Patent Assignment of Security dated August 29, 2008, by and between United Retail Incorporated and Bank of America, N.A., as Agent.

<u>APPLICATION OR PATENT NO.</u>	<u>COUNTRY</u>	<u>ISSUE OR FILING DATE</u>	<u>TITLE</u>
D412,239	USA	7/27/1999	Women's Shoe Sole

Schedule A

**PATENT**  
**REEL: 021478 FRAME: 0266**

## PATENT ASSIGNMENT OF SECURITY

WHEREAS, UNITED RETAIL INCORPORATED, a corporation formed under the laws of Delaware, located at 365 West Passaic Street, Rochelle Park, New Jersey 07662 ("Borrower"), owns the patents and patent applications shown in the attached Schedule A (the "Patents"), for which there are recordings or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Bank of America, N.A. ("BoFA") and various other financial institutions (collectively, "Lenders") and BoFA as agent for Lenders ("Agent") pursuant to (i) a certain Second Amended and Restated Credit Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein, (ii) a certain Amended and Restated Security Agreement dated the date hereof, among Agent, Borrower and the other credit parties named therein, and (iii) a certain Patent Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Patents, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefore.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Patents, and recordings and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.



Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 29, 2008

Witness:

UNITED RETAIL INCORPORATED

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

Name: Eric Courteille

Title: Treasurer and Secretary

Witness:

BANK OF AMERICA, N.A., as Agent

By: Edmundo Kahn

Name: Edmundo Kahn

Title: Vice President

URI Patent Assignment of Security - 1494322

RECORDED: 09/04/2008

PATENT  
REEL: 021478 FRAME: 0269