

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/30/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
rue21, inc.		10/30/2009	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	rue21, inc.
Street Address:	800 Commonwealth Drive
Internal Address:	Suite 100
City:	Warrendale
State/Country:	PENNSYLVANIA
Postal Code:	15086
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	3363890	RUE21 ETC!
Registration Number:	3332888	CARBON
Registration Number:	3038474	SPARKLE RUE21
Serial Number:	77811622	RUE KICKS
Serial Number:	77717972	M?TRO BLACK RUE21
Serial Number:	77669893	M?TRO BLACK BY RUE21
Registration Number:	3437485	CJ BLACK
Registration Number:	3437484	CARBON BLACK
Serial Number:	77617851	M?TRO RUE21
Registration Number:	3648607	PINK ICE RUE21
Registration Number:	3522167	REVERT ECO
Registration Number:	3440193	CJ

OP \$515.00 3363890

Registration Number:	2450257	RUE 21
Registration Number:	2276778	RUE 21
Registration Number:	2407212	TAREA BY RUE 21
Registration Number:	2123489	RUE 21
Registration Number:	3304438	RUE BY RUE21
Registration Number:	3636753	CARBON
Registration Number:	2592035	RUE 21
Registration Number:	3738169	M?TRO BLACK RUE21

CORRESPONDENCE DATA

Fax Number: (412)281-0717
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 412-454-5000
Email: docketingpgh@pepperlaw.com
Correspondent Name: Pepper Hamilton LLP
Address Line 1: 500 Grant Street
Address Line 2: 50th Floor
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	134462.5
NAME OF SUBMITTER:	Paul J. Kennedy
Signature:	/Paul J. Kennedy/
Date:	06/22/2010

Total Attachments: 3
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Delaware

PAGE 1

The First State

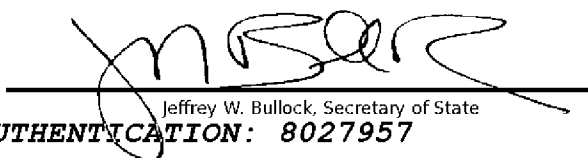
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "RUE21, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2009, AT 11:24 O'CLOCK A.M.



4746888 8100

100615675

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8027957

DATE: 06-01-10

TRADEMARK
REEL: 004229 FRAME: 0765

CERTIFICATE OF MERGER

MERGING

RUE21, INC.

INTO

RUE21, INC.

WITH

RUE21, INC., AS SURVIVOR

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned hereby certifies that:

FIRST: The name and State of each of the constituent corporations is:

<u>NAME</u>	<u>STATE</u>
rue21, inc.	Delaware
rue21, inc.	Pennsylvania

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is rue21, inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation will be its Certificate of Incorporation.

FIFTH: The executed Agreement and Plan of Merger is on file at 800 Commonwealth Drive, Suite 100, Warrendale, Pennsylvania 15086, the place of business of the surviving corporation.

SIXTH: 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.

SEVENTH: The authorized capital stock of rue21, inc., a Pennsylvania corporation, consists of 50,000,000 shares of common stock, par value \$0.004.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by an authorized officer on this 30th day of October, 2009.

RUE21, INC., a Delaware Corporation

By: /s/ Robert N. Fisch
Name: Robert N. Fisch
Title: Chief Executive Officer, President and
Secretary