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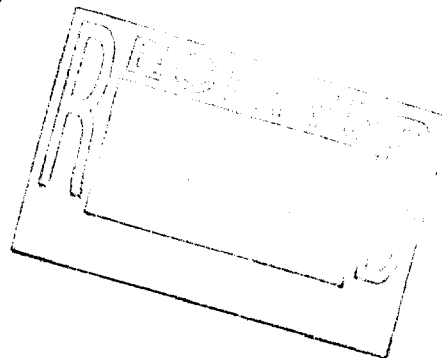
UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.



1. Name and address of conveying party:

Charlotte Russe, Inc.
4645 Morena Boulevard
San Diego, California 92117

A California corporation

2. Name and address of receiving party:

Charlotte Russe Merchandising, Inc.
4645 Morena Boulevard
San Diego, California 92117

A California corporation

3. Nature of conveyance: Trademark Assignment

Execution date: December 23, 1998

4. Application numbers and registration numbers:

A. Trademark numbers:

See Schedule A attached hereto.

B. Trademark application numbers:

See Schedule A attached hereto.

01/05/1999 TTOM11

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

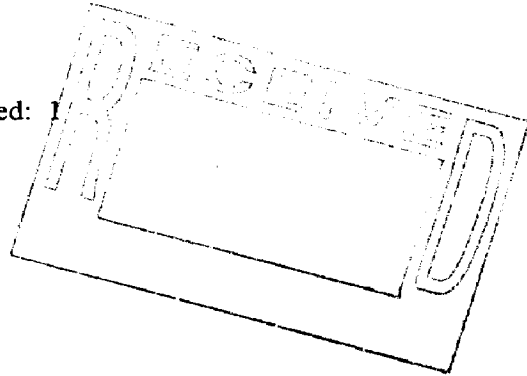
Christopher R. Smith, Esq.
Bingham Dana LLP
150 Federal Street
Boston, Massachusetts 02110

6. Total number of applications and trademarks involved: 1


7. Total fee enclosed: \$40.00

8. Deposit account number: Not applicable

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.



Christopher R. Smith, Esq.
December 31, 1998

Sent via U.S. Post Office Express Mail on **December 31, 1998**, Receipt No. **EL199751266US**.

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks
Box Assignments
Washington, DC 20231

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 4

SCHEDULE A

Trademarks and Trademark Registrations

| Trademark or <u>Service Mark</u> | Registrations -- United States Patent and Trademark Office <u>Registration No.</u> | <u>Registration Date</u> |
|---|---|---------------------------------|
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| | | |
|-----------------|-----------|--|
| Charlotte Russe | 1,485,692 | |
|-----------------|-----------|--|

Trademark Assignment

Whereas, Charlotte Russe, Inc., a California corporation having its principal place of business at 4645 Morena Boulevard, San Diego, California 92117 ("CRI"), is the owner of rights in the trademark CHARLOTTE RUSSE (stylized), as shown in U.S. Registration No. 1,485,692, (the "Trademark");

Whereas, CRI desires to transfer any and all ownership which it has or may have in the Trademark to Charlotte Russe Merchandising, Inc., a California corporation having its principal place of business at 4645 Morena Boulevard, San Diego, California 92117 ("CRM");

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, CRI hereby assigns to CRM any and all right, title and interest worldwide which it may have in and to the Trademark together with the goodwill of the business symbolized by the Trademark and any registration or application therefor.

Signed at San Diego, California, this 23rd day of December, 1998.

CHARLOTTE RUSSE, INC.

By: Daniel T. Carter

Name: DANIEL T. CARTER

Title: CFO