

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BNP Paribas (successor-in-interest to Banque Nationale de Paris)		04/10/2008	Bank:

RECEIVING PARTY DATA

Name:	RUE21, Inc. (f/k/a Pennsylvania Fashions, Inc.)
Street Address:	800 Commonwealth Drive
Internal Address:	Suite 100
City:	Warrendale
State/Country:	PENNSYLVANIA
Postal Code:	15806
Entity Type:	CORPORATION: PENNSYLVANIA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2592035	RUE 21
Registration Number:	2450257	RUE 21
Registration Number:	2276778	RUE 21
Registration Number:	2123489	RUE 21
Registration Number:	2407212	TAREA BY RUE 21

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 2001 Jefferson Davis, Hwy., Suite 1007
Address Line 4: Arlington, VIRGINIA 22202

CH \$140.00 2592035

ATTORNEY DOCKET NUMBER:	8040805A
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	04/28/2008
Total Attachments: 3 source=Rue21 TM Term#page1.tif source=Rue21 TM Term#page2.tif source=Rue21 TM Term#page3.tif	



BNP PARIBAS
CORPORATE & INVESTMENT BANKING

TERMINATION OF SECURITY INTEREST IN TRADEMARKS

(United States of America)

April 10, 2008

RUE21, INC. (f/k/a Pennsylvania Fashions, Inc.) (“Debtor”) had granted to BNP PARIBAS (successor-in-interest to Banque Nationale de Paris) (“Secured Party”), (i) a security interest (the “Banque Security Interest”) in Debtor’s trademarks (the “Trademarks”) which was filed at the United States Patent and Trademark Office on September 28, 1998 and recorded on Reel 1795, Frame 0845; and (ii) a security interest (the “BNP Security Interest”, and together with the Banque Security Interest, the “Security Interests”) in Debtor’s Trademarks, which was filed at the United States Patent and Trademark Office on June 27, 2003 and recorded on Reel 2770, Frame 0017; and

WHEREAS, Debtor has made payment in full of the indebtedness secured by the Security Interests in exchange for the termination of the Security Interests.

NOW, THEREFORE, the Secured Party releases and discharges the Security Interests in, and reassigns to Debtor, any and all interest in the Trademarks, including, without limitation, those listed on Schedule A attached hereto, together with the goodwill associated therewith. The Secured Party agrees that, upon request of Debtor or any successor-in-interest or assignee thereof, and at Debtor’s expense, such Secured Party will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by Debtor, or any successor-in-interest or assignee thereof, to effectuate the release of interests contemplated herein.

[signature page follows]

IN WITNESS WHEREOF, Secured Party, by the signature below of such Secured Party's duly authorized representative, agrees to be bound by the provisions of this Security Interest Termination as of the date above first written. This document is intended to take effect as a sealed instrument.

BNP PARIBAS (successor-in-interest to Banque Nationale de Paris)

By: *Cecile Schenck*
Name: CECILE SCHENCK
Title: Director
Merchant Banking Group
By: *Mark F. Darrei*
Name: Mark F. Darrei
Title: Director

CERTIFICATE OF ACKNOWLEDGMENT

COMMONWEALTH OR STATE OF New York)

COUNTY OF New York)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 10 day of April, 2008, personally appeared Cecile Schenck to me known personally or proved through satisfactory evidence of identification, which was Job ID, to be the person whose name is signed on the attached document, and who, being by me duly sworn, deposes and says that he is the duly authorized Director's of BNP Paribas, and said Director's acknowledged said instrument to be the free act and deed of said BNP Paribas.

Anne Marie DASS
Notary Public
My commission expires:

ANNE MARIE DASS
Notary Public, State of New York
No. 01DA6098659
Qualified in Queens County
Commission Expires Sept. 15, 2011

SCHEDULE A

TRADEMARKS

<u>Secured Party</u>	<u>Registered Owner</u>	<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Reel/Frame</u>
BNP Paribas (successor-in-interest to Banque Nationale de Paris)	Rue21, inc. (f/k/a Pennsylvania Fashions, Inc.)	Rue 21	2123489	September 28, 1998	1795/0845
BNP Paribas	rue21, inc.	Rue 21	2592035	June 27, 2003	2770/0017
BNP Paribas	rue21, inc.	Rue 21	2450257	June 27, 2003	2770/0017
BNP Paribas	rue21, inc.	Rue 21	2276778	June 27, 2003	2770/0017
BNP Paribas	rue21, inc.	Rue 21	2123489	June 27, 2003	2770/0017
BNP Paribas	rue21, inc.	Tarea by Rue 21	2407212	June 27, 2003	2770/0017

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