

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		05/19/2010	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Charlotte Russe Merchandising, Inc.
Street Address:	4645 Morena Boulevard
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92117
Entity Type:	INC. ASSOCIATION: CALIFORNIA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2889644	REFUGE.
Registration Number:	2416273	CHARLOTTE RUSSE
Registration Number:	2416270	CHARLOTTE RUSSE
Registration Number:	2414477	CHARLOTTE RUSSE
Registration Number:	2451427	CHARLOTTE RUSSE
Registration Number:	2416269	CHARLOTTE RUSSE
Registration Number:	2416268	CHARLOTTE RUSSE
Registration Number:	1485692	CHARLOTTE RUSSE
Registration Number:	2511011	
Registration Number:	2502628	CHARLOTTE'S ROOM
Serial Number:	78597669	BLU CHIC LOUNGE
Serial Number:	78522954	CR SIGNATURE
Serial Number:	78579355	BLU CHIC
Serial Number:	76358124	R.

CH \$515.00 2889644

Serial Number:	76532877	REFERENCE
Serial Number:	76532876	REFERENCE
Serial Number:	76356210	REFUGE.
Serial Number:	76356206	REFUGE.
Serial Number:	76356205	REFUGE.
Serial Number:	76356203	REFUGE.

CORRESPONDENCE DATA

Fax Number: (214)746-7777
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suzanne.inglis@weil.com
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Address Line 1: Weil, Gotshal & Manges LLP
Address Line 2: 200 Crescent Ct., Suite 300
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	11623.0096.B.LEWIS
NAME OF SUBMITTER:	Benton Lewis
Signature:	/Benton Lewis/
Date:	05/20/2010

Total Attachments: 4
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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

(United States of America)

May 19, 2010

WHEREAS, Charlotte Russe Merchandising, Inc. (the “Grantor”) had granted to Bank of America, N.A. (the “Secured Party”), a security interest (the “Security Interest”) in the Grantor’s trademarks and trademark applications (collectively, the “Trademarks”) and the goodwill associated therewith pursuant to a certain Trademark Security Agreement dated June 24, 2005 (the “Agreement”), which was filed at the United States Patent and Trademark Office on October 27, 2005 and recorded on Reel 3183, Frame 0008; and

WHEREAS, the Grantor and the Secured Party, among others, have agreed to enter into certain amendments (collectively, the “Amendment”) to the financing arrangement (the “Financing Arrangement”) among the Grantor, certain affiliates of the Grantor and the Secured Party; and

WHEREAS, in connection with the Amendment, the Secured Party has agreed, among other things, to release its Security Interest in the Trademarks and the goodwill associated therewith.

NOW, THEREFORE, the Secured Party releases, discharges and terminates its security interest in, and reassigns to the Grantor, 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 the Grantor or any successor-in-interest or assignee thereof, and at the Grantor’s expense, the Secured Party will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the Grantor, or any successor-in-interest or assignee thereof, to effectuate the release of interests contemplated herein. Nothing contained herein shall be deemed to release the Secured Party’s security interest in any other collateral held by the Secured Party as security for the Liabilities (as defined in the Amendment), which security interest remains in full force and effect.

[signature page follows]

IN WITNESS WHEREOF, the Secured Party, by the signature below of its 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.

BANK OF AMERICA, N.A., as Secured Party

By: 

Name: Stephen J. Garvin

Title: Managing Director

Signature Page to Termination of Trademark Security Interest

TRADEMARK
REEL: 004210 FRAME: 0066

CERTIFICATE OF ACKNOWLEDGMENT

COMMONWEALTH OR STATE OF Massachusetts)
)
COUNTY OF Middlesex)

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 17th day of May, 2010, personally appeared Stephen J. Garvin to me known personally or proved through satisfactory evidence of identification, which was PERSONAL ID^{license} 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 Managing Director of Bank of America, N.A. ("Bank"), and said Stephen J. Garvin acknowledged said instrument to be the free act and deed of said Bank.

Allen Longmead
Notary Public
My commission expires 4/7/2011

SCHEDULE A

TRADEMARKS

Trademark/Service Mark Registrations

<u>Trademark Registrations</u>	<u>Registration Number</u>	<u>Date of Registration</u>
Refuge. (Stylized)	2889644	9/28/04
Charlotte Russe	2416273	12/26/00
Charlotte Russe	2416270	12/26/00
Charlotte Russe	2414477	12/19/00
Charlotte Russe	2451427	5/15/01
Charlotte Russe	2416269	12/26/00
Charlotte Russe	2416268	12/26/00
Charlotte Russe (Stylized)	1485692	4/19/88
(Design)	2511011	11/20/01
Charlotte's Room	2502628	10/30/01

Trademark Applications

<u>Trademark</u>	<u>Serial Number(s)</u>	<u>Date of Filing</u>
Blu Chic Lounge.and Design	78597669	3/3/05
CR Signature (Stylized)	78522954	11/24/04
Blu Chic and Design	78579355	3/3/05
R. and Design	76358124	1/11/02
Reference	76532877	7/15/03
Reference	76532876	3/1/05
Refuge (Stylized)	76356210	1/7/02
Refuge (Stylized)	76356206	1/7/02
Refuge (Stylized)	76356205	1/7/02
Refuge (Stylized)	76356203	1/7/02

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Schedule A to Termination of Trademark Security Interest