

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|---------------------------|
| 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: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77605499 | TWENTYONE BLACK | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (412)281-0717 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| 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: | 134462.00019 /1 | | |
| NAME OF SUBMITTER: | Paul J. Kennedy | | |

CH \$40.00 77605499

900163487

**TRADEMARK
 REEL: 004216 FRAME: 0142**

| | |
|--|-------------------|
| Signature: | /Paul J. Kennedy/ |
| Date: | 06/01/2010 |
| Total Attachments: 3 source=certofmergerdecorprue21#page1.tif source=certofmergerdecorprue21#page2.tif source=certofmergerdecorprue21#page3.tif | |

Delaware

PAGE 1

The First State

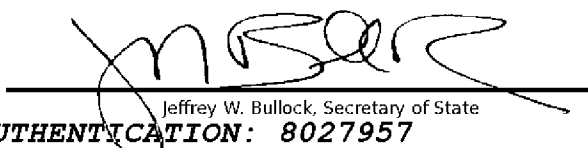
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "RUE21, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2009, AT 11:24 O'CLOCK A.M.



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: 004216 FRAME: 0144

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