

**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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source=certofmergerdecorprue21#page3.tif

# Delaware

PAGE 1

*The First State*

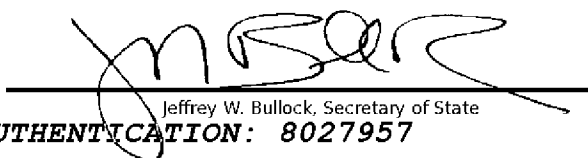
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "RUE21, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2009, AT 11:24 O'CLOCK A.M.



4746888 8100

100615675

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://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.

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**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