

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
rue21, inc.		07/03/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	rue services corporation
Street Address:	800 Commonwealth Drive
Internal Address:	Suite 100
City:	Warrendale
State/Country:	PENNSYLVANIA
Postal Code:	15086
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Serial Number:	85052127	CARBON ELEMENTS
Serial Number:	85157246	INTENSE BY RUE21
Serial Number:	77717972	MÉTRO BLACK RUE21
Serial Number:	77617851	MÉTRO RUE21
Serial Number:	85292877	RUE BEAUTÉ
Serial Number:	85355832	RUNWAY 21 BY RUE21
Serial Number:	85051836	TWENTYONE BLACK
Registration Number:	3332888	CARBON
Registration Number:	3636753	CARBON
Registration Number:	3437484	CARBON BLACK
Registration Number:	3440193	CJ
Registration Number:	3437485	CJ BLACK
Registration Number:	3738169	MÉTRO BLACK RUE21

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Registration Number:	3648607	PINK ICE RUE21
Registration Number:	3522167	REVERT ECO
Registration Number:	2276778	RUE 21
Registration Number:	2123489	RUE 21
Registration Number:	2450257	RUE 21
Registration Number:	2592035	RUE 21
Registration Number:	3304438	RUE BY RUE21
Registration Number:	3774496	RUE KICKS
Registration Number:	3363890	RUE21 ETC!
Registration Number:	3038474	SPARKLE RUE21
Registration Number:	2407212	TAREA BY RUE 21
Registration Number:	3974700	TAREA BY RUE 21
Registration Number:	3886903	TWENTYONE BLACK

CORRESPONDENCE DATA

Fax Number: (215)981-4750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-981-4194
Email: kennedyp@pepperlaw.com
Correspondent Name: Paul J. Kennedy c/o Pepper Hamilton LLP
Address Line 1: 3000 Two Logan Square
Address Line 2: 18th and Arch Streets
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	134462.22
NAME OF SUBMITTER:	Paul J. Kennedy
Signature:	/paul j. kennedy/
Date:	07/08/2011

Total Attachments: 4

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TRADEMARK ASSIGNMENT

This Assignment is made and entered into this 3rd day of July, 2011, between rue21. inc., a Delaware corporation, ("Assignor"), and rue services corporation, a Delaware corporation, ("Assignee");

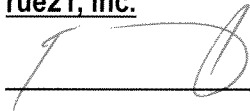
WHEREAS, Assignor has adopted and used in the United States the following trademarks listed on the schedule attached hereto (the "Marks") in connection with its business, and is the owner of the Marks, and owns federal and/or state registrations or applications for the Marks;

WHEREAS, Assignee is desirous of confirming as a matter of record its acquisition of the Marks, including pending applications and registrations, together with the good will of the business connected with the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor assigns to Assignee all rights, title and interest in and to the Marks, including pending applications and registrations, together with the good will of the business symbolized by the Marks, and all causes of action and claims based on past actions or infringement related to the Marks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and effective the 3rd day of July, 2011.

rue21, inc.



Name: Keith McDonough
Title: Senior Vice President and Chief Financial Officer

rue services corporation

Name: Todd Lenhart
Title: Chief Executive Officer and President

TRADEMARK ASSIGNMENT

This Assignment is made and entered into this 3rd day of July, 2011, between rue21. inc., a Delaware corporation, ("Assignor"), and rue services corporation, a Delaware corporation, ("Assignee");

WHEREAS, Assignor has adopted and used in the United States the following trademarks listed on the schedule attached hereto (the "Marks") in connection with its business, and is the owner of the Marks, and owns federal and/or state registrations or applications for the Marks;

WHEREAS, Assignee is desirous of confirming as a matter of record its acquisition of the Marks, including pending applications and registrations, together with the good will of the business connected with the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, Assignor assigns to Assignee all rights, title and interest in and to the Marks, including pending applications and registrations, together with the good will of the business symbolized by the Marks, and all causes of action and claims based on past actions or infringement related to the Marks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and effective the 3rd day of July, 2011.

rue21, inc.

Name: Keith McDonough
Title: Senior Vice President and Chief Financial Officer

rue services corporation



Name: Todd Lenhart
Title: Chief Executive Officer and President

Schedule A

MARKS

1. U.S. Federal Trademarks - Registered

Country	Trademark	Serial No.	Reg. No.
United States	CARBON	78/977801	3332888
United States	CARBON	78/505027	3636753
United States	CARBON BLACK	77/975460	3437484
United States	CJ and Design (stylized)	77/293478	3440193
United States	CJ BLACK	77/975461	3437485
United States	MÉTRO BLACK RUE21	77/978469	3738169
United States	PINK ICE RUE21	77/484562	3648607
United States	REVERT ECO	77/318759	3522167
United States	RUE 21	75/978339	2276778
United States	RUE 21	75/203034	2123489
United States	RUE 21	75/980000	2450257
United States	RUE 21	75/656058	2592035
United States	RUE BY RUE21	78/837707	3304438
United States	RUE KICKS (Stylized)	77/811622	3774496
United States	RUE21 ETC!	78/979273	3363890
United States	SPARKLE RUE21	78/460573	3038474
United States	TAREA BY RUE 21	75/656061	2407212
United States	TAREA BY RUE 21	85/169238	3974700
United States	TWENTYONE BLACK	77/605499	3886903

2. U.S. Federal Trademarks - Pending

Country	Trademark	Serial No.	Reg. No.
United States	CARBON ELEMENTS	85/052127	
United States	INTENSE BY RUE21	85/157246	
United States	MÉTRO BLACK RUE21	77/717972	
United States	MÉTRO RUE21	77/617851	
United States	RUE BEAUTÉ	85/292877	
United States	RUNWAY 21 BY RUE21	85/355832	
United States	TWENTYONE BLACK	85/051836	

3. Foreign Trademarks - Registered

Country	Trademark	Serial No.	Reg. No.
European Union	rue21	9404691	9404691

4. Foreign Trademarks - Pending

Country	Trademark	Serial No.	Reg. No.
Canada	rue21	1497750	
China	rue21	8801784	
China	rue21	8801783	
Indonesia	rue21	D00.2010.044415	
Indonesia	rue21	D00.2010.044416	
Indonesia	rue21	D00.2010.044417	
India	rue21	2038527	
Mexico	rue21	1122534	
Mexico	rue21	1122535	
Mexico	rue21	1122536	
Mexico	rue21	1122537	
Pakistan	rue21	289286	
Pakistan	rue21	289287	
Pakistan	rue21	289285	

5. State Trademarks - Registered

State	Trademark	Appl. No.	Reg. No.
Maine	RUE 21	19960295	19960295
Colorado	RUE 21 (Stylized)	19961128200	19961128200