

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		10/10/2013	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	rue21, Inc.		
Street Address:	800 Commonwealth Drive		
City:	Warrendale		
State/Country:	PENNSYLVANIA		
Postal Code:	15086		
Entity Type:	CORPORATION: DELAWARE		
Name:	rue services corporation		
Street Address:	800 Commonwealth Drive		
City:	Warrendale		
State/Country:	PENNSYLVANIA		
Postal Code:	15086		
Entity Type:	CORPORATION: DELAWARE		
Name:	r services llc		
Street Address:	800 Commonwealth Drive		
City:	Warrendale		
State/Country:	PENNSYLVANIA		
Postal Code:	15086		
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	3636753	CARBON	
Registration Number:	3522167	REVERT ECO	

CH \$515.00 3636753

Registration Number:	3440193	CJ
Registration Number:	3974700	TAREA BY RUE 21
Registration Number:	3738169	MÉTRO BLACK RUE21
Registration Number:	3437485	CJ BLACK
Registration Number:	3437484	CARBON BLACK
Registration Number:	4106257	TWENTYONE BLACK
Registration Number:	4064198	CARBON ELEMENTS
Registration Number:	4081128	INTENSE BY RUE21
Registration Number:	4093339	RUE BEAUTÉ
Registration Number:	4253746	RUESWEETS
Registration Number:	4140336	RUNWAY 21 BY RUE21
Serial Number:	85855268	RUEMAN
Serial Number:	85760017	POSH BY RUE21
Registration Number:	4305383	RUE BUCKS
Serial Number:	85742750	CJ SPORT
Registration Number:	4305019	RUE21 ETC!
Registration Number:	4305323	POSH BY RUE21
Serial Number:	85756472	TRUE ACTIVE BY RUE 21

**CORRESPONDENCE DATA**

Fax Number: 2124552502  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: (212) 455-2895  
Email: ksolomon@stblaw.com  
Correspondent Name: Samantha J. Himelman, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	004600/0127
NAME OF SUBMITTER:	Samantha J. Himelman
Signature:	/sjh/
Date:	03/04/2014

Total Attachments: 3  
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**TRADEMARK**

**REEL: 005230 FRAME: 0331**

**TERMINATION AND RELEASE OF  
SECURITY INTEREST IN UNITED STATES TRADEMARKS**

This Termination and Release of Security Interest in United States Trademarks (the “Release”) is executed as of October 10, 2013, by **BANK OF AMERICA, N.A.**, as Collateral Agent under the Security Agreement referred to below (in such capacity, the “Collateral Agent”), in favor of rue21, inc. (the “Grantor”). Capitalized terms used herein and not otherwise defined herein shall have the respective meanings provided therefor in the Security Agreement referred to below.

WHEREAS, the Grantor and certain of its affiliates entered into that certain Security Agreement dated as of April 10, 2008 (as amended, amended and restated, or otherwise modified to the date hereof, the “Security Agreement”), among the Grantor, the Collateral Agent and the other parties thereto; and

WHEREAS, pursuant to the Security Agreement, the Grantor and the Collateral Agent executed (i) that certain Intellectual Property Security Agreement dated as of April 10, 2008, (ii) that certain First Amendment to Intellectual Property Security Agreement dated as of November 24, 2009, and (iii) that certain Supplement to Intellectual Property Security Agreement dated as of April 5, 2013 (as amended, amended and restated, or otherwise modified to the date hereof, collectively the “Trademark Security Agreements”) pursuant to which the Grantor granted to the Collateral Agent, among others, a continuing security interest in all of the Grantor’s right, title and interest in and to the United States Trademark registrations and applications listed on Exhibit A hereto, together with the goodwill of the business connected with the use thereof and symbolized thereby, and all rights to sue or otherwise recover for any past, present, or future infringement or other violation or impairment of any of the foregoing (the “Security Interest”).

WHEREAS the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on April 8, 2013 at Reel 5000, Frame 0882.


WHEREAS the Collateral Agent has agreed to terminate and release its Security Interest as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, the Collateral Agent hereby releases, terminates and discharges the Security Interest granted under the Trademark Security Agreements, and any right, title or interest of the Collateral Agent in such Security Interest shall hereby terminate, cease and become void. The Collateral Agent hereby consents to the recording of this Release with the United States Patent and Trademark Office, The Collateral Agent shall, at the Grantor’s sole cost and expense and at the Grantor’s reasonable request, to duly execute and deliver any further documents and do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the undersigned has caused this Release to be duly executed as of the date first written above.

**BANK OF AMERICA, N.A.**, as Collateral Agent

By: 

Name:

Title:

Richard D. Hill, Jr.  
Managing Director

## EXHIBIT A

### UNITED STATES TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademarks encumbered by a security interest recorded by the USPTO at reel/frame 5000/0882 on 4/8/13.

Title	App. No./ Reg. No.
CARBON	3636753
REVERT ECO	3522167
CJ AND DESIGN	3440193
TAREA BY RUE21	3974700
METRO BLACK RUE21	3738169
CJ BLACK	3437485
CARBON BLACK	3437484
TWENTYONE BLACK	4106257
CARBON ELEMENTS	4064198
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RUE BEAUTE	4093339
RUESWEETS	4253746
RUNWAY 21 BY RUE21	4140336
RUEMAN	85/855268
POSH BY RUE21	85/760017
RUE BUCKS	4305383
CJ SPORT	85/742750
RUE21 ETC!	4305019
POSH BY RUE21	4305323
TRUE ACTIVE BY RUE 21	85/756472