

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM421710

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Lien Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank N.A. (Resigning Agent)		03/29/2017	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Wilmington Savings Fund Society, FSB (Successor Agent)		
Street Address:	500 Delaware Avenue		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Federal Savings Bank: UNITED STATES		
PROPERTY NUMBERS Total: 35			
Property Type	Number	Word Mark	
Registration Number:	4305323	POSH BY RUE21	
Registration Number:	4305019	RUE21 ETC!	
Registration Number:	3974700	TAREA BY RUE 21	
Registration Number:	3636753	CARBON	
Registration Number:	3363890	RUE21 ETC!	
Registration Number:	3332888	CARBON	
Registration Number:	3304438	RUE BY RUE21	
Registration Number:	3038474	SPARKLE RUE21	
Registration Number:	3738169	MÉTRO BLACK RUE21	
Registration Number:	3437485	CJ BLACK	
Registration Number:	3437484	CARBON BLACK	
Registration Number:	3774496	RUE KICKS	
Registration Number:	3886903	TWENTYONE BLACK	
Registration Number:	3522167	REVERT ECO	
Registration Number:	3440193	CJ	
Registration Number:	3648607	PINK ICE RUE21	
Registration Number:	4305383	RUE BUCKS	
Registration Number:	4253746	RUESWEETS	
Registration Number:	4140336	RUNWAY 21 BY RUE21	
TRADEMARK			

CH \$890.00 4305323

Property Type	Number	Word Mark
Registration Number:	4093339	RUE BEAUTÉ
Registration Number:	4081128	INTENSE BY RUE21
Registration Number:	4064198	CARBON ELEMENTS
Registration Number:	4106257	TWENTYONE BLACK
Registration Number:	4049687	MÉTRO BLACK RUE21
Registration Number:	2592035	RUE 21
Serial Number:	85912108	RUEMAN
Serial Number:	85855268	RUEMAN
Serial Number:	85927901	RUEGUY
Serial Number:	85760017	POSH BY RUE21
Serial Number:	85756472	TRUE ACTIVE BY RUE 21
Serial Number:	85742750	CJ SPORT
Registration Number:	2450257	RUE 21
Registration Number:	2276778	RUE 21
Registration Number:	2407212	TAREA BY RUE 21
Registration Number:	2123489	RUE 21

CORRESPONDENCE DATA

Fax Number: 2127557306

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2123263939

Email: NYTEF@jonesday.com

Correspondent Name: Beth D. Vogel

Address Line 1: Jones Day

Address Line 2: 250 Vesey Street

Address Line 4: New York, NEW YORK 10281

ATTORNEY DOCKET NUMBER: 519793-600001

NAME OF SUBMITTER: Beth D. Vogel

SIGNATURE: /Beth D. Vogel/

DATE SIGNED: 03/30/2017

Total Attachments: 5

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ASSIGNMENT OF FIRST LIEN TRADEMARK SECURITY AGREEMENT

This ASSIGNMENT OF FIRST LIEN TRADEMARK SECURITY AGREEMENT (“Assignment”), dated as of March 29, 2017, is between JPMORGAN CHASE BANK, N.A. (as the current and resigning collateral agent, the “Resigning Agent”) and WILMINGTON SAVINGS FUND SOCIETY, FSB (as the successor collateral agent, together with its successors and assigns, the “Successor Agent”).

WHEREAS, RUE SERVICES CORPORATION (the “Grantor”) and Resigning Agent entered into that certain First Lien Trademark Security Agreement, dated as of October 10, 2013, and recorded in the United States Patent and Trademark Office on October 14, 2013 at Reel/Frame No. 005130/0563 (the “Trademark Security Agreement”), pursuant to which the Grantor granted security interest in the intellectual property indentified on Exhibit A hereto (the “Subject Trademarks”); and

WHEREAS, pursuant to that certain Notice of Resignation and Direction of Appointment of Successor Administrative Agent and Collateral Agent, Resigning Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Trademark Security Agreement and to the Subject Trademarks, in each instance, in its capacity as administrative agent and collateral agent, as the case may be.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Resigning Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Trademark Security Agreement and the Subject Trademarks.

This Assignment may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Assignment by signing and delivering one or more counterparts.

This Assignment and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with the law of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as of the date above first written.

JPMORGAN CHASE BANK, N.A.,
as Resigning Agent

By: Ben MacDonald Ben MacDonald
Name: _____ Vice President
Title: _____

WILMINGTON SAVINGS FUND SOCIETY, FSB,
as Successor Agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as of the date above first written.

JPMORGAN CHASE BANK, N.A.,
as Resigning Agent

By: _____
Name: _____
Title: _____

WILMINGTON SAVINGS FUND SOCIETY, FSB,
as Successor Agent


By:  _____
Name: **Geoffrey J. Lewis**
Title: **Vice President**

Exhibit A

UNITED STATES TRADEMARKS:

Registrations:

OWNER	TRADEMARK	REGISTRATION NUMBER
Rue Services Corporation	POSH BY RUE21	4305323
Rue Services Corporation	RUE21 ETC!	4305019
Rue Services Corporation	TAREA BY RUE 21	3974700
Rue Services Corporation	CARBON	3636753
Rue Services Corporation	RUE21 ETC!	3363890
Rue Services Corporation	CARBON	3332888
Rue Services Corporation	RUE BY RUE21	3304438
Rue Services Corporation	SPARKLE RUE21	3038474
Rue Services Corporation	MÉTRO BLACK RUE21	3738169
Rue Services Corporation	CJ BLACK	3437485
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Rue Services Corporation	TWENTYONE BLACK	3886903
Rue Services Corporation	REVERT ECO	3522167
Rue Services Corporation	CJ	3440193
Rue Services Corporation	PINK ICE RUE21	3648607
Rue Services Corporation	RUE BUCKS	4305383
Rue Services Corporation	RUESWEETS	4253746
Rue Services Corporation	RUNWAY 21 BY RUE21	4140336
Rue Services Corporation	RUE BEAUTÉ	4093339
Rue Services Corporation	INTENSE BY RUE21	4081128
Rue Services Corporation	CARBON ELEMENTS	4064198
Rue Services Corporation	TWENTYONE BLACK	4106257
Rue Services Corporation	MÉTRO BLACK RUE21	4049687
Rue Services Corporation	RUE 21	2592035

OWNER	TRADEMARK	REGISTRATION NUMBER
Rue Services Corporation	RUE 21	2450257
Rue Services Corporation	RUE 21	2276778
Rue Services Corporation	TAREA BY RUE 21	2407212
Rue Services Corporation	RUE 21	2123489

Applications:

OWNER	TRADEMARK	SERIAL NUMBER	STATUS
Rue Services Corporation	RUEMAN	85912108	ITU Application
Rue Services Corporation	RUEMAN	85855268	ITU Application
Rue Services Corporation	RUEGUY	85927901	ITU Application
Rue Services Corporation	POSH BY RUE21	85760017	ITU Application
Rue Services Corporation	TRUE ACTIVE BY RUE 21	85756472	ITU Application
Rue Services Corporation	CJ SPORT	85742750	ITU Application