

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
LOEHMANN'S OPERATING CO.		12/23/2008	CORPORATION: DELAWARE
LOEHMANN'S, INC.		12/23/2008	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	LOEHMANN'S CAPTIAL CORP.		
<b>Street Address:</b>	2500 HALSEY STREET		
<b>Internal Address:</b>	c/o LOEHMANN'S OPERATING CO.		
<b>City:</b>	BRONX		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10461		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3433009	LOEHMANN'S NEXXT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)704-5987		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2127046125		
<b>Email:</b>	trademarks@troutmansanders.com		
<b>Correspondent Name:</b>	Karl M. Zielaznicki, Esq.		
<b>Address Line 1:</b>	405 Lexington Avenue		
<b>Address Line 2:</b>	Troutman Sanders LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10174		
ATTORNEY DOCKET NUMBER:	359752.000007		
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.		
Signature:	/kmz/		

OP \$40.00 3433009

Date:

12/24/2008

**Total Attachments: 5**

source=1988803\_4(Second Supplement to Lease Trademark Security Agreement (EXECUTED))#page1.tif

source=1988803\_4(Second Supplement to Lease Trademark Security Agreement (EXECUTED))#page2.tif

source=1988803\_4(Second Supplement to Lease Trademark Security Agreement (EXECUTED))#page3.tif

source=1988803\_4(Second Supplement to Lease Trademark Security Agreement (EXECUTED))#page4.tif

source=1988803\_4(Second Supplement to Lease Trademark Security Agreement (EXECUTED))#page5.tif

## SECOND SUPPLEMENT TO LEASE TRADEMARK SECURITY AGREEMENT

This SECOND SUPPLEMENT TO LEASE TRADEMARK SECURITY AGREEMENT, dated as of December 23, 2008 (the "Agreement"), is executed by and among Loehmann's Operating Co., a Delaware corporation and Loehmann's, Inc., a Delaware corporation (collectively, the "Obligors" and each an "Obligor"), and Loehmann's Capital Corp., a Delaware corporation (together with its successors and assignees, "LCC").

**WHEREAS**, Loehmann's Operating Co. ("Loehmann's OpCo") and LCC are parties to that certain Lease and License Financing and Purchase Option Agreement, dated as of October 13, 2004, pursuant to which LCC leases and grants a license to Loehmann's OpCo with respect to the Leased Assets;

**WHEREAS**, Loehmann's OpCo and LCC are parties to the Call Option Letter, the Put Option Letter, the Supplemental Agreement, the Tax Matters Agreement, the Lease Guarantee and other related documents, each dated as of October 13, 2004;

**WHEREAS**, each of Loehmann's Holdings Inc., Loehmann's, Inc., Loehmann's Real Estate Holdings, Inc. and any Domestic Subsidiary of Loehmann's Holdings Inc. (other than Loehmann's OpCo) are parties to the Lease Guarantee dated as of October 13, 2004 pursuant to which the Guarantors guarantee the obligations of Loehmann's OpCo under the Lease Documents;

**WHEREAS**, Loehmann's OpCo, Loehmann's, Inc. and LCC are parties to that certain Lease Trademark Security Agreement, dated as of October 13, 2004 (the "Lease Trademark Security Agreement"), pursuant to which Loehmann's OpCo and Loehmann's, Inc. grant to LCC a security interest in all of their right, title and interest in, to and under the Intellectual Property, including the Trademarks set forth on Schedule A thereto.

**WHEREAS**, the status of the U.S. Trademark LOEHMANN'S NEXXT (application number 78804247) has changed on May 20, 2008 from an applied-for to a registered Trademark (registration number 3433009) (the "Newly Registered Trademark"); and

**WHEREAS**, the parties hereto wish to confirm that, as of the date hereof, the rights and obligations of each party under the Lease Trademark Security Agreement shall apply to the Trademarks set forth in Exhibit 1 hereto, including the Newly Registered Trademark;

**NOW, THEREFORE**, in consideration of the foregoing, the parties hereto agree that pursuant to Section 6 of the Lease Trademark Security Agreement, the original Schedule A to such agreement, as amended by the Supplement to Lease Trademark Security Agreement, dated January 14, 2008, shall hereby be replaced with Exhibit 1 below. The parties hereto also acknowledge that this Agreement shall serve as formal notice to LCC of the Newly Registered Trademark, as required under Section 6 of the Lease Trademark Security Agreement.

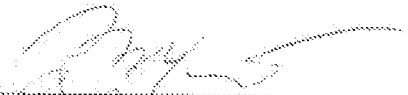
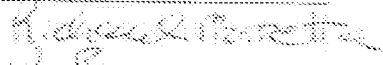

All capitalized terms used in this Agreement shall have the meanings assigned to them in the Lease Trademark Security Agreement. Except as expressly amended, modified or supplemented above, all of the terms and conditions of the Lease Trademark Security Agreement

shall remain unchanged and the parties hereto, by their signature below, acknowledge and reaffirm their obligations contained in the Lease Trademark Security Agreement.

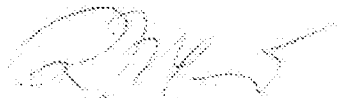


[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement, as of the date first above written.

**LOEHMANN'S OPERATING CO.**

By:   
Name:   
Title: 

**LOEHMANN'S, INC.**

By:   
Name:   
Title: 

Accepted:

**LOEHMANN'S CAPITAL CORP.**

By:  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement, as of the date first above written.

**LOEHMANN'S OPERATING CO.**

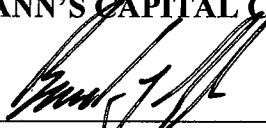
By: \_\_\_\_\_  
Name:  
Title:

**LOEHMANN'S, INC.**

By: \_\_\_\_\_  
Name:  
Title:

Accepted:

**LOEHMANN'S CAPITAL CORP.**

By:  \_\_\_\_\_  
Name: Bernard J. Angelo  
Title: Executive Vice President

Signature Page to Second Supplement To Lease Trademark Security Agreement

EXHIBIT 1

Schedule A to the Lease Trademark Security Agreement

Trademarks of the Obligor

Loehmann's, Inc.

List of Registered Trademarks and Trademark Applications

<b>TRADEMARK (Country/State)</b>	<b>REG. NO.</b>	<b>REGISTRATION DATE</b>
LOEHMANN'S (Japan) .....	2188100	November 28, 1989

Loehmann's Operating Co.

List of Registered Trademarks and Trademark Applications

<b>TRADEMARK (Country/State)</b>	<b>REG. NO.</b>	<b>REGISTRATION DATE</b>
LOEHMANN'S (Canada) .....	TMA 691047	June 28, 2007
LOEHMANN'S NEXXT (US)	3433009	May 20, 2008