

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Loehmann's Operating Co.		06/07/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Law Debenture Trust Company of New York
Street Address:	400 Madison Avenue, Suite 4D
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Limited Purpose Trust Company: NEW YORK

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	0734218	LOEHMANN'S
Registration Number:	1139102	LOEHMANN'S
Registration Number:	2311537	WENDY B.
Registration Number:	2331721	KNITS ETC...
Registration Number:	3634223	
Registration Number:	3725525	FIND IT LOVE IT BUY IT FOR LESS
Registration Number:	3598408	INSIDER CLUB
Registration Number:	3727937	LOEHMANN'S THE IT STORE FOR DESIGNER FASHION
Registration Number:	3727999	THE IT STORE FOR DESIGNER FASHION
Registration Number:	3727936	THE "IT" STORE
Registration Number:	3433009	LOEHMANN'S NEXXT

CORRESPONDENCE DATA

Fax Number: (949)475-4754
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900195984

TRADEMARK
REEL: 004573 FRAME: 0355

CH \$290.00 0734218

Phone: 949-451-3800
Email: skann@gibsondunn.com
Correspondent Name: Stephanie S. Kann, Senior Paralegal
Address Line 1: 3161 Michelson Drive
Address Line 2: Gibson, Dunn & Crutcher LLP
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER: 98512-00004

NAME OF SUBMITTER: Stephanie S. Kann

Signature: /stephanie s. kann/

Date: 06/30/2011

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, LOEHMANN'S OPERATING CO., a Delaware corporation (the "Grantor") with its principal place of business at 2500 Halsey Street, Bronx, New York 10461, hereby grants to LAW DEBENTURE TRUST COMPANY OF NEW YORK, as Administrative Agent and Collateral Agent for the benefit of the other Credit Parties (as defined in the Security Agreement referred to below), with offices at 400 Madison Avenue, Suite 4D, New York, New York 10017 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications (to the extent not constituting Excluded Property of the type described in clause (b) of the definition thereof set forth in the Security Agreement referred to below), and service mark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Third Lien Security Agreement dated as of June 27, 2011 (as amended, modified, supplemented or restated and in effect from time to time, the "Security Agreement") by and between, among others, the Grantor and the Grantee.

This Grant has been granted in conjunction with the security interest granted by the Grantor to the Grantee under the Security Agreement. The rights and remedies of the

Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, ALL OF THE TERMS AND PROVISIONS OF THIS GRANT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE AGENT OR ANY LENDER HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE AMENDED AND RESTATED SUBORDINATION AGREEMENT, DATED AS OF THE DATE HEREOF, AMONG WELLS FARGO BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT FOR THE SENIOR LENDERS, LAW DEBENTURE TRUST COMPANY OF NEW YORK, AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT FOR THE SECOND LIEN LENDERS AND AS ADMINISTRATIVE AGENT AND COLLATERAL AGENT FOR THE LENDERS UNDER THIS GRANT, THE SECOND LIEN LENDERS, THE THIRD LIEN LENDERS, LOEHMANN'S OPERATING CO., A DELAWARE CORPORATION, AS LEAD BORROWER, AND THE OTHER LOAN PARTIES. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE AMENDED AND RESTATED SUBORDINATION AGREEMENT AND THIS GRANT, THE TERMS OF THE AMENDED AND RESTATED SUBORDINATION AGREEMENT SHALL GOVERN AND CONTROL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
7 day of June, 2011.

LOEHMANN'S OPERATING CO., as Grantor

By: Steven Newman
Name: Steven Newman
Title: Chief Executive Officer

LAW DEBENTURE TRUST COMPANY OF
NEW YORK, as Grantee


By: S
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
7 day of June, 2011.

LOEHMANN'S OPERATING CO., as Grantor

By: _____
Name: _____
Title: _____

LAW DEBENTURE TRUST COMPANY OF
NEW YORK, as Grantee

By: 
Name: MICHAEL A. SMITH
Title: VICE PRESIDENT

Schedule A

U.S. Trademarks and Trademark Applications

TRADEMARK	REG. NO./ (APPLICATION NO.)	REGISTRATION DATE/(APPLICATION DATE)
LOEHMANN'S	734,218	July 10, 1962
LOEHMANN'S	1,139,102	August 26, 1980
WENDY B.	2,311,537	January 25, 2000
KNITS ETC.	2,331,721	March 21, 2000
ASTERISK logo	3,634,223	June 9, 2009
FIND IT LOVE IT BUY IT FOR LESS	3,725,525	December 15, 2009
INSIDER CLUB	3,598,408	March 31, 2009
LOEHMANN'S THE IT STORE FOR DESIGNER FASHION	3,727,937	December 22, 2009
THE IT STORE FOR DESIGNER FASHION	3,727,999	December 22, 2009
THE "IT" STORE	3,727,936	December 22, 2009
LOEHMANN'S NEXXT	3,433,009	May 20, 2008