

12-04-2003

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To the Honorable Commissioner.

102614655

of the attached original documents or copy thereof.

1. Name of conveying party(ies):
Loehmann's Operating Co.
2500 Halsey Street
Bronx, NY 10461

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: The CIT GROUP/BUSINESS CREDIT, Inc.
Internal Address: _____
Street Address: 1211 Avenue of the Americas
City: New York State: NY ZIP: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from Assignment)
 Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 25, 2003

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____
 _____ Attn: Penelope J.A. Agodoa
 _____ Federal Research Company, LLC
 _____ 1030 15th Street, NW, Suite 920
 _____ Washington, DC 20005
 Street: 202.783.2700 _____ e 101

 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

12/05/2003 6TOR11 00000017 734218

DO NOT USE THIS SPACE

01 FC:0521 40.00 DP
02 FC:0522 125.00 DP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Daren J. Stamp
Name of Person Signing

Daren J. Stamp
Signature

December 1, 2003
Date

Total number of pages including coversheet, attachments and document: 4

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE A

Schedule A to a Trademark Grant of Security dated November 25th 2003, by for the benefit of Loehmann's Operating Co. and The CIT Group/Business Credit, Inc., as Agent.

<u>TRADEMARK (Country/State)</u>	<u>REG. NO.</u>	<u>REGISTRATION DATE</u>	<u>EXPIRATION DATE</u>
LOEHMANN'S (US)	10502	June 5, 1984	June 5, 2004
LOEHMANN'S (US)	734,218	July 10, 1962	July 10, 2002 (awaiting renewal approval)
LOEHMANN'S (US)	1,139,102	August 26, 1980	August 26, 2010
WENDY B. (US)	2,311,537	January 25, 2000	January 25, 2010
KNITS ETC. (US)	2,331,721	March 21, 2000	March 21, 2010
WENDY B. (US)	2,767,008	September 23, 2003	September 23, 2013

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, LOEHMANN'S OPERATING CO., a corporation formed under the laws of Delaware, located at 2500 Halsey Street, Bronx, New York 10461 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to THE CIT GROUP/BUSINESS CREDIT, INC. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower, Loehmann's Holdings, Inc. ("Parent"), Loehmann's, Inc. ("Sub-Parent") and Loehmann's Real Estate Holdings, Inc. ("REH") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of Lenders a collateral assignment and security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which collateral assignment and security interest shall secure all the Secured Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the collateral assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
November 25, 2003

Witness:



LOEHMANN'S OPERATING CO.

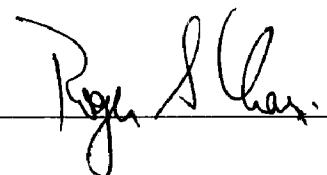
By: 


Name: ROBERT GLASS

Its: PRESIDENT, CHIEF OPERATING OFFICER,
SECRETARY AND TREASURER

THE CIT GROUP/BUSINESS CREDIT, INC.,
as Agent

Witness:



By: 

Name: DEBORAH ROUBT

Its: VICE PRESIDENT

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 25th day of November, 2003, before me personally came Robert Glass to me known, who, being by me duly sworn, did depose and say that s/he is the President of Loehmann's Operating Co., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Jean Macaiuso
Notary Public

Jean Macaiuso
Notary Public, State of New York
01MAG041723
Qualified in Bronx County
Commission Expires 3/15/06