

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
Value City of Michigan, Inc.		07/05/2005	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Cerberus Partners, L.P.
Street Address:	299 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	2579709	ALPINE RIDGE
Registration Number:	2579321	ALPINE RIDGE
Registration Number:	2379060	ALPINE RIDGE
Registration Number:	2410722	ALPINE RIDGE
Registration Number:	2499088	ALPINE RIDGE
Registration Number:	824943	CALVERT CLOTHES
Registration Number:	1342782	COACH IN FOUR SEASONS
Registration Number:	2826249	CREATIVE LIFESTYLES
Registration Number:	2271446	DENIM ZONE
Registration Number:	2789950	FEED THE EXCITEMENT... CATCH THE EXPERIENCE!
Serial Number:	74705568	GARAGE DENIM CO.
Registration Number:	1630918	LA MARINE
Registration Number:	1751924	METRO CLUB
Registration Number:	1507582	MGR

CH \$1190.00 2579709

Registration Number:	2805664	TODAY'S LIVING
Registration Number:	2768042	TODAY'S LIVING
Registration Number:	2826251	TODAY'S LIVING
Registration Number:	1151326	VALUE CITY
Registration Number:	2127423	VALUE CITY DEPARTMENT STORES
Registration Number:	2758683	VALUE CITY DEPARTMENT STORES
Registration Number:	2582696	WHEEL TECH
Serial Number:	76552043	BARGAIN BLITZ
Serial Number:	76556853	BEST BARGAINS IN THE CITY
Serial Number:	76552253	BIG MEN'S MORE SELECTION MORE STYLE MORE SAVINGS
Serial Number:	76541064	CHEF'S HELPER
Serial Number:	76492781	CLASSIC-HOME
Serial Number:	76975662	CREATIVE LIFESTYLES
Serial Number:	75891322	DENIM ZONE
Serial Number:	76575958	DEUCE
Serial Number:	76529731	IN THE CITY
Serial Number:	76569246	LUCA ROSSI
Serial Number:	76546632	MALLBUSTERS!* *GET TONS MORE STUFF THAN YOU GET AT THE MALL!
Serial Number:	76553770	MALLBUSTERS!* VALUE CITY VALUE CITY VALUE CITY VS. THE MALL *GET TONS MORE STUFF THAN YOU GET AT THE MALL!
Serial Number:	76552992	ONCE IN A BLUE MOON
Serial Number:	76559045	OUTDOORS BY TODAY'S LIVING
Serial Number:	76556520	SCHOOL UNIFORMS AVAILABLE HERE! BEST SELECTION & SUPER LOW PRICES IN THE CITY!
Serial Number:	76546504	SCORES OF THE WEEK
Serial Number:	76493692	STACY LEWIS
Serial Number:	76552256	SUPER VALUE
Serial Number:	76558422	TIS' THE SEASON FOR BARGAINS
Serial Number:	76449119	TODAY'S LIVING
Serial Number:	76575968	TROPICAL PARADISE COLLECTION
Serial Number:	76549518	UNBELIEVABLE DEALS 10 UNDER \$10
Serial Number:	76556488	VALUE CITY DEPARTMENT STORES 7 001 073 123456 789 PREFERRED CUSTOMER 1 ONE DOLLAR
Serial Number:	76356880	VALUECITY.COM

Serial Number:	76558293	WOMEN'S SIZES MORE SELECTION MORE STYLE MORE SAVINGS
Serial Number:	76976077	YOU GOTTA BE U

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2127562388
Email: daniel.angel@srz.com
Correspondent Name: Daniel Angel, Esq.
Address Line 1: 919 Third Avenue
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Daniel Angel, Esq. (014951/0296)
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Signature:	/sas for da/
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Date:	07/07/2005
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Total Attachments: 6
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GRANT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, Value City of Michigan, Inc., a Michigan corporation, with offices at 36901 Warren Road, Westland, Michigan 48185 ("Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on Schedule A attached hereto, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into that certain Second Amended and restated Senior Loan Agreement, dated July 5, 2005 (as amended, restated, supplemented or as otherwise modified or replaced from time to time, the "Loan Agreement"), in favor of Cerberus Partners, L.P, a Delaware limited partnership, with offices at 299 Park Avenue, New York, New York 10022, as collateral agent for certain lenders (in such capacity, together with any successors and assigns, the "Grantee");

WHEREAS, pursuant to the Loan Agreement, the Grantor has assigned to the Grantee, and granted to the Grantee for the benefit of the lenders, a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications (but excluding in all cases all intent-to-use United States trademark applications for which an amendment to allege use or statement of use has not been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, or if filed, has not been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office provided that upon such filing and acceptance, such intent-to-use applications shall be included in the definition of Trademark) and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Loan Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge, convey, sell, assign, transfer and set over unto the Grantee and grants to the Grantee for the benefit of the lenders a continuing security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Trademark Collateral are more fully set forth in the Loan Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 5, 2005.

VALUE CITY OF MICHIGAN, INC.

By:  _____

Name: Julia A. Davis

Title: Executive Vice President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF OHIO

ss.:

COUNTY OF FRANKLIN

On this 30th day of June 2005, before me, the undersigned, personally appeared Julia A. Davis, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



JEFFREY DAVID ROBERTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Section 147.03 R.C.

[Handwritten Signature]
[NOTARY SEAL]

SCHEDULE A
U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>Mark</u>	<u>Reg. / Ser. No.</u>
ALPINE RIDGE	2,579,709
ALPINE RIDGE	2,579,321
ALPINE RIDGE	2,379,060
ALPINE RIDGE	2,410,722
ALPINE RIDGE	2,499,088
CALVERT CLOTHES	824,943
COACH IN FOUR SEASONS	1,342,782
CREATIVE LIFESTYLES	2,826,249
DENIM ZONE (stylized)	2,271,446
FEED THE EXCITEMENT . . . CATCH THE EXPERIENCE!	2,789,950
GARAGE DENIM CO.	74/705,568
LA MARINE	1,630,918
METRO CLUB	1,751,924
MGR	1,507,582
TODAY'S LIVING	2,805,664
TODAY'S LIVING	2,768,042
TODAY'S LIVING	2,826,251
VALUE CITY	1,151,326
VALUE CITY DEPARTMENT STORES	2,127,423
VALUE CITY DEPARTMENT STORES (stylized)	2,758,683
WHEEL TECH	2,582,696
BARGAIN BLITZ	76/552,043

BEST BARGAINS IN THE CITY	76/556,853
BIG MEN'S MORE SELECTION MORE STYLE MORE SAVINGS (and design)	76/552,253
CHEF'S HELPER	76/541,064
CLASSIC-HOME	76/492,781
CREATIVE LIFESTYLES	76/975,662
DENIM ZONE	75/891,322
DEUCE	76/575,958
IN THE CITY	76/529,731
LUCA ROSSI	76/569,246
MALLBUSTERS!**GET TONS MORE STUFF THAN YOU GET AT THE MALL	76/546,632
MALLBUSTERS!*VALUE CITY VS. THE MALL	76/553,770
ONCE IN A BLUE MOON (and design)	76/552,992
OUTDOORS BY TODAY'S LIVING	76/559,045
SCHOOL UNIFORMS AVAILABLE HERE! BEST SELECTION & SUPER LOW PRICES IN THE CITY! (and design)	76/556,520
SCORES OF THE WEEK	76/546,504
STACY LEWIS	76/493,692
SUPER VALUE (stylized)	76/552,256
TIS' THE SEASON FOR BARGAINS (and design)	76/558,422
TODAY'S LIVING	76/449,119
TROPICAL PARADISE COLLECTION	76/575,968
UNBELIEVABLE DEALS 10 UNDER \$10	76/549,518
VALUE CITY (and design)	76/556,488
VALUECITY.COM	76/356,880

WOMEN'S SIZES MORE SELECTION, MORE STYLE MORE SAVINGS (and design)	76/558,293
YOU GOTTA BE U (stylized)	76/976,077