

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Levtran Enterprises, Inc.		10/20/2005	CORPORATION: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CapitalSource Finance LLC		
<b>Street Address:</b>	4445 Willard Avenue, 12th Floor		
<b>City:</b>	Chevy Chase		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	20815		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2910244	DTLR	
Registration Number:	2993764	YOUR FASHION ... YOUR LIFESTYLE!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2127562388		
<b>Email:</b>	daniel.angel@srz.com		
<b>Correspondent Name:</b>	Daniel Angel, Esq.		
<b>Address Line 1:</b>	919 Third Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	029034/0013		
<b>NAME OF SUBMITTER:</b>	Daniel Angel, Esq. (029034.0013)		
<b>Signature:</b>	/sas for da/		
<b>Date:</b>	11/02/2005		

CH \$65.00 2910244

Total Attachments: 4

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SECURITY AGREEMENT FOR  
SERVICE MARKS

WHEREAS, LEVTRAN ENTERPRISES, INC., a Maryland corporation, as successor by merger to LEI Merger Sub, Inc., a Maryland corporation, with offices at 7465 Candlewood Road, Hanover, Maryland 20176 (the "Grantor") has adopted, used and is using the service marks listed on the annexed Schedule 1A, which service marks are registered in the United States Patent and Trademark Office (the "Marks");

WHEREAS, the Grantor has entered into a Security Agreement, dated October 20, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of CapitalSource Finance LLC, a Delaware limited liability company, with offices at 4445 Willard Avenue, 12th Floor, Chevy Chase, Maryland 20815, as administrative agent and collateral agent for itself, documentation agent and lenders (in such capacity, together with any successors and assigns, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Lender Parties (as such terms are defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Marks, together with, among other things, the good-will of the business symbolized by the Marks and the 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 "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee for the benefit of the Lender Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security 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; signature pages to follow.*

IN WITNESS WHEREOF, the Grantor has caused this Security Agreement for Service Marks to be duly executed by its officer thereunto duly authorized as of October 20, 2005.

LEVTRAN ENTERPRISES, INC.  
(as successor by merger to LEI Merger Sub, Inc.)

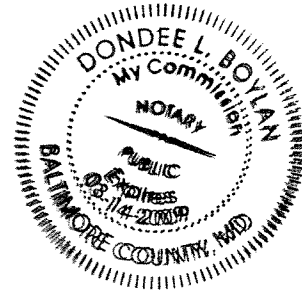
By:   
Name: Clayton Guyard  
Title: President

STATE OF Maryland

COUNTY OF Baltimore

On this 10<sup>th</sup> day of October 2005, before me personally came Atem Gaynor, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the President of LEVTRAN ENTERPRISES, INC., a Maryland corporation, and that s/he executed the foregoing instrument in the firm name of LEVTRAN ENTERPRISES, INC., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Dondee L. Boylan



SCHEDULE 1A  
U.S. Service Mark Registrations

<u>Mark</u>	<u>Reg. No.</u>
DTLR	2,910,244
YOUR FASHION . . . YOUR LIFESTYLE!	2,993,764