

**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 CAPITAL CORP.		12/23/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION
Street Address:	SIXTH AND MARQUETTE N9303-120
Internal Address:	CORPORATE TRUST SERVICES
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55479
Entity Type:	National Association:

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3433009	LOEHMANN'S NEXXT
Registration Number:	0734218	LOEHMANN'S
Registration Number:	1139102	LOEHMANN'S
Registration Number:	2311537	WENDY B.
Registration Number:	2331721	KNITS ETC...
Registration Number:	2767008	WENDY B.
Serial Number:	77538991	
Serial Number:	77563176	INSIDER CLUB

**CORRESPONDENCE DATA**

Fax Number: (212)704-5987  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2127046125  
 Email: trademarks@troutmansanders.com  
 Correspondent Name: Karl M. Zielaznicki, Esq.

OP \$215.00 3433009

Address Line 1: 405 Lexington Avenue  
Address Line 2: Troutman Sanders LLP  
Address Line 4: New York, NEW YORK 10174

ATTORNEY DOCKET NUMBER:	359752.000007
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.
Signature:	/kmz/
Date:	12/24/2008

**Total Attachments: 5**

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## SECOND SUPPLEMENT TO NOTES TRADEMARK SECURITY AGREEMENT

This SECOND SUPPLEMENT TO NOTES TRADEMARK SECURITY AGREEMENT, dated as of December ~~2~~ 3, 2008 (the "Agreement"), is executed by and among Loehmann's Capital Corp., a Delaware corporation (the "Issuer"), and Wells Fargo Bank, National Association, in its capacity as the Collateral Agent (in such capacity, together with its successors and assignees, the "Collateral Agent") for its benefit and the benefit of the Trustee and Holders of the Notes.

**WHEREAS**, the Issuer and Wells Fargo Bank, National Association, as trustee (in such capacity, the "Trustee"), are parties to that certain indenture, dated October 12, 2004 (as the same may be amended, restated, modified or supplemented from time to time, the "Note Indenture"), pursuant to which the Issuer issued its 12.00% Senior Secured Class A Notes due 2011, Senior Secured Class A Floating Rate Notes Due 2011 and 13.00% Senior Secured Class B Notes due 2011 (collectively, the "Notes");

**WHEREAS**, to secure its obligations under the Notes, the Issuer and the Collateral Agent entered into the Note Security Agreement, dated October 12, 2004 (as the same may be amended, restated, modified or supplemented from time to time, the "Security Agreement"), pursuant to which the Issuer granted to the Collateral Agent for its benefit and the ratable benefit of the Trustee and the Holders (collectively, the "Secured Parties") a security interest in and to the Collateral described therein;

**WHEREAS**, Issuer and Collateral Agent are parties to that certain Notes Trademark Security Agreement, dated as of October 12, 2004 (the "Notes Trademark Security Agreement"), pursuant to which Issuer granted to Collateral Agent, for the benefit of the Secured Parties, a security interest in all of Issuer's right, title and interest in, to and under the Intellectual Property;

**WHEREAS**, Section 6 ("Authorization to Supplement") of the Notes Trademark Security Agreement provides that if the Issuer shall obtain rights to any new Trademarks, the Notes Trademark Security Agreement may be supplemented by amending the original Schedule A to such agreement to include any such new Trademark;

**WHEREAS**, on August 5, 2008, and on September 5, 2008, Issuer filed two new Trademark applications with the United States Patent and Trademark Office (together, the "New Trademarks");

**WHEREAS**, pursuant to Section 6 of the Notes Trademark Agreement, the Collateral Agent has obtained a security interest in the New Trademarks, as set forth in Exhibit 1 below;

**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);

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

**NOW, THEREFORE**, in consideration of the foregoing, the parties hereto agree that pursuant to Section 6 of the Notes Trademark Security Agreement, the original Schedule A to such agreement, as amended by the Supplement to Notes Trademark Security Agreement, dated January 14, 2008, shall hereby be replaced with Exhibit 1 attached hereto.

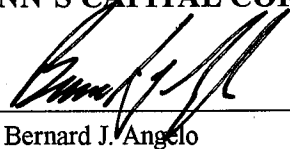
All capitalized terms used in this Agreement shall have the meanings assigned to them in the Note Indenture and the Notes Trademark Security Agreement. Except as expressly amended, modified or supplemented above, all of the terms and conditions of the Notes Trademark Security Agreement shall remain unchanged and the parties hereto, by their signature below, acknowledge and reaffirm their obligations contained in the Notes 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 CAPITAL CORP.**

By: \_\_\_\_\_



Name: Bernard J. Angelo

Title: Executive Vice President

Accepted:

**WELLS FARGO BANK, NATIONAL ASSOCIATION**  
as Collateral Agent

By: \_\_\_\_\_

Name:

Title:

Signature Page to the Second Supplement To Notes Trademark Security Agreement

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

LOEHMANN'S CAPITAL CORP.

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

Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION  
as Collateral Agent

By: *Gil Hernandez*  
Name: Gil Hernandez  
Title: Vice President

Signature Page to the Second Supplement To Notes Trademark Security Agreement

EXHIBIT 1

**Schedule A to the Notes Trademark Security Agreement**

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

Loehmann's Capital Corp.

List of Registered Trademarks and Trademark Applications

<b>TRADEMARK (Country/State)</b>	<b>REG./APPL. NO.</b>	<b>REG/APPL. DATE</b>
LOEHMANN'S (US) .....	0734218	July 10, 1962
LOEHMANN'S (US) .....	1139102	August 26, 1980
WENDY B. (US) .....	2311537	January 25, 2000
KNITS ETC... (US) .....	2331721	March 21, 2000
WENDY B. (US) .....	2767008	September 23, 2003
Design (US)	77538991 (Appl.)	August 5, 2008
INSIDER CLUB (US)	77563176 (Appl.)	September 5, 2008
LOEHMANN'S (Canada) .....	TMA 367959	April 20,1990

Note: As of the date first written above, Loehmann's Capital Corp. is the owner of all of the Trademarks listed above (other than the Trademarks listed as being owned by Loehmann's, Inc. or by Loehmann's Operating Co.); Loehmann's Operating Co. licenses these Trademarks from Loehmann's Capital Corp. pursuant to the Lease Agreement.