TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Loehmann's Capital Corp.		03/01/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Loehmann's Operating Co.
Street Address:	2500 HALSEY STREET
City:	BRONX
State/Country:	NEW YORK
Postal Code:	10461
Entity Type:	CORPORATION: DELAWARE

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

OP $290.00 0734218

CORRESPONDENCE DATA

Fax Number:	(212)704-6125

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone:	212-704-6125
Email:	trademarks@troutmansanders.com
Correspondent Name:	Troutman Sanders LLP
Address Line 1:	600 Peachtree St., NE, STE 5200
Address Line 2:	c/o TM DKT CLK
Address Line 4:	Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	239251.000006
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.
Signature:	/kmz/
Date:	03/10/2011

Total Attachments: 3
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Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LOEHMANN'S CAPITAL CORP.", A DELAWARE CORPORATION,

WITH AND INTO "LOEHMANN'S OPERATING CO." UNDER THE NAME OF "LOEHMANN'S OPERATING CO.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 2011, AT 5:37 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

Jeffrey W. Bullock, Secretary of State

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AUTHENTICATION: 8592721

DATE: 03-01-11

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:34 PM 03/01/2011
FILED 05:37 PM 03/01/2011
SRV 110246179 - 3287682 FILE

CERTIFICATE OF MERGER

OF

LOEHMANN'S OPERATING CO.

AND

LOEHMANN'S CAPITAL CORP.

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Loehmann's Operating Co., which is incorporated under the laws of the State of Delaware; and

(ii) Loehmann's Capital Corp., which is incorporated under the laws of the State of Delaware.

2. This Certificate of Merger, is made and filed pursuant to the Second Amended Joint Plan of Reorganization of Loehmann's Holdings Inc. and Certain Affiliated Debtors and Debtors in Possession (which include Loehmann's Operating Co. and Loehmann's Capital Corp.) (as it has been and may be amended and supplemented, the "Plan") confirmed by order, dated February 9, 2011 (the "Order"), of the United States Bankruptcy Court for the Southern District of New York in In re: Loehmann's Holdings Inc., et al., Case No. 10-16077 (REG) under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in accordance with Section 303 of the Delaware General Corporation Law, as amended (the "DGCL").

3. An Agreement of Merger (the "Agreement") has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 303 of the DGCL and Section 1123(a)(5) of the Bankruptcy Code.

4. The name of the surviving corporation in the merger herein certified is Loehmann's Operating Co., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the DGCL.

5. The Certificate of Incorporation of Loehmann's Operating Co., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the DGCL.

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6. The Plan, the Order, and the Agreement are on file at the office of the aforesaid surviving corporation, the address of which is as follows: 2500 Halsey Street, Bronx, New York 10461.

7. A copy of the Plan, the Order, and the Agreement will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

8. The Plan and the Agreement provide that the merger herein certified shall be effective on the effective date of the Plan, which is March 1, 2011.

Dated: March 1, 2011

LOEHMANN'S OPERATING CO.

By: /s/ Joseph Melvin
Name: Joseph Melvin
Title: Chief Operating Officer

Dated: March 1, 2011

LOEHMANN'S CAPITAL CORP.

By: /s/ Joseph Melvin
Name: Joseph Melvin
Title: Chief Operating Officer

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