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THIS DOCUMENT PREPARED BY AND
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Date: 10/19/2007 02:53 PM Pg: 1 of 10

NNN
0/26/07
77-0110101N

MEMORANDUM OF SECOND AMENDMENT OF LEASE

THIS MEMORANDUM OF SECOND AMENDMENT OF LEASE ("Memorandum") is made as of October 5, 2007 by and between SMITHFIELD PROPERTIES XX, L.L.C., an Illinois limited liability company ("Original Landlord"), SMITHFIELD PROPERTIES XLIV LLC, an Illinois limited liability company ("Successor Landlord"), and LOEHMANN'S OPERATING CO., a Delaware corporation ("Tenant").

RECITALS

A. Original Landlord and Tenant entered into that certain Retail Lease dated as of September 29, 2006, a Memorandum of which was recorded on December 12, 2006 as Document No. 0634616043 (as amended and assigned as hereinafter provided, the "Lease"), as amended by Amendment to Retail Lease dated as of May 17, 2007; Original Landlord, Successor Landlord and Tenant have entered into a Second Amendment to Retail Lease dated of even date herewith ("Second Amendment"); and Original Landlord has this date executed an Assignment and Assumption of Loehmann's Lease to Successor Landlord. Pursuant to the Lease the landlord thereunder leased to Tenant certain Premises to be located in the building constructed on the real estate described in Exhibit A attached hereto ("Building") and more particularly described in the Lease ("Premises").

B. The parties desire to provide notice of the Second Amendment to third parties by recording this Memorandum.

NOW, THEREFORE, in consideration of the Premises and of the sum of One Dollar (\$1.00) by each party in hand paid to the other, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. The Lease is amended as follows:

(a) The parties acknowledge that Successor Landlord shall from and after October 5, 2007 be deemed to be the Landlord for all purposes, and shall assume all of the obligations of the Landlord, under the Lease. In addition: (i) all references in the Lease to "Smithfield Properties XL, L.L.C." and "Smithfield 40" shall be deemed to refer to "Smithfield Properties XLIV LLC" and "Smithfield 44," respectively; and (ii) all of the representations and covenants made in the Lease about Smithfield 40 shall be deemed to have been made and shall be made about Smithfield 44 instead.

RECORDED
By R.M.

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(b) The legal description of the Retail Parcel, being the Premises under the Lease, is as set forth on **Revised Exhibit P** attached hereto, which **Revised Exhibit P** supersedes and replaces Exhibit P attached to the Lease.

2 All of the terms, covenants, conditions and agreements in the Second Amendment are hereby incorporated herein by this reference. Original Landlord, Successor Landlord and Tenant agree to observe, conform to, and comply with all of the terms, covenants, conditions and agreements so incorporated herein, as applicable. The execution, delivery and recording of this Memorandum is not intended to and shall not change, modify, amend or enlarge the Second Amendment but is intended to provide a record of the leasehold interests and additional rights in the Lease of Original Landlord, Successor Landlord and Tenant, as applicable, pursuant to this Memorandum and the Second Amendment.

3. The Second Amendment is binding upon and inures to the benefit of, and is enforceable by, Original Landlord, Successor Landlord and Tenant and their respective successors and assigns.

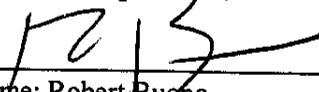
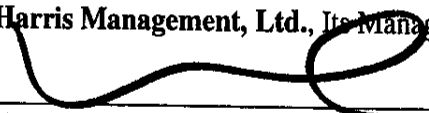

4. The parties hereto agree that this Memorandum shall be recorded in the public records of the county in which the Premises are located.

5. This Memorandum may be executed in any number of counterparts and by each of the undersigned on separate counterparts, and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same Memorandum.

[Signature page follows]

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IN WITNESS WHEREOF, the parties have executed this Memorandum as of the day and year first above written.

<p><u>SUCCESSOR LANDLORD:</u></p>	<p>SMITHFIELD PROPERTIES XLIV LLC, an Illinois limited liability company</p> <p>By: NorWol Corporation, Its Manager</p> <p>By: </p> <hr/> <p>Name: Robert Buono Title: President</p>
<p><u>ORIGINAL LANDLORD:</u></p>	<p>SMITHFIELD PROPERTIES XX, L.L.C., an Illinois limited liability company</p> <p>By: Harris Management, Ltd., Its Manager</p> <p>By: </p> <hr/> <p>Name: W. Harris Smith Title: President</p>
<p><u>TENANT:</u></p>	<p>LOEHMANN'S OPERATING CO., a Delaware corporation</p> <p>By: </p> <hr/> <p>Name: Richard Morretta Title: Vice President</p>

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Adriana M Hernandez, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that W. Harris Smith, as President of Harris Management, Ltd., an Illinois corporation and the Manager of Smithfield Properties XX, L.L.C., an Illinois limited liability company, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such President of said corporation, as such Manager, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation as Manager of said company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of October, 2007.



Adriana M Hernandez
Notary Public

My commission expires: _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Adriana M Hernandez, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Robert Buono, as President of NorWol Corporation, an Illinois corporation and the Manager of Smithfield Properties XLII, L.L.C., an Illinois limited liability company, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such President of said corporation, as such Manager, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation as Manager of said company, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of October, 2007.



Adriana M Hernandez
Notary Public

My commission expires: _____

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STATE OF NEW YORK)
) SS
COUNTY OF Bronx)

I, Yasmin Rodriguez, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Richard Morretta, as Vice President of Loehmann's Operating Co., a Delaware corporation, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Vice President of said corporation, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 15th day of October, 2007.

YASMIN RODRIGUEZ
Notary Public - State of New York
No. 01RO6145434
Qualified in Bronx County
Commission Expires May 8, 2010

Yasmin Rodriguez
Notary Public

My commission expires: 5/8/10

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EXHIBIT A

LEGAL DESCRIPTION OF BUILDING

LOTS 25 TO 31, INCLUSIVE, IN BLOCK 9 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

Common Address: 151 North State Street, Chicago, Illinois 60601

PIN: 17-10-305-007-8001

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REVISED EXHIBIT P

LEGAL DESCRIPTION OF RETAIL PARCEL

RETAIL PARCEL 1-LOWER LEVEL

THAT PART OF LOTS 25 TO 31, INCLUSIVE, IN BLOCK 9 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ALL TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +15.09 CHICAGO CITY DATUM, AND LYING WITHIN ITS HORIZONTAL BOUNDARIES PROJECTED VERTICALLY, DESCRIBED AS FOLLOWS; COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG THE EAST LINE OF SAID TRACT 18.86 FEET; THENCE SOUTH 89° 59' 24" WEST 42.30 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 00° 12' 02" WEST 20.39 FEET; THENCE NORTH 89° 47' 58" WEST 9.51 FEET; THENCE SOUTH 00° 12' 02" WEST 1.38 FEET; THENCE NORTH 89° 47' 58" WEST 16.50 FEET; THENCE NORTH 00° 12' 02" EAST 22.43 FEET; THENCE SOUTH 89° 47' 58" EAST 16.50 FEET; THENCE SOUTH 00° 12' 02" WEST 0.66 FEET; THENCE SOUTH 89° 47' 58" EAST 9.51 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

RETAIL PARCEL 2-LOWER LEVEL

THAT PART OF LOTS 25 TO 31, INCLUSIVE, IN BLOCK 9 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ALL TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +15.09 CHICAGO CITY DATUM, AND LYING WITHIN ITS HORIZONTAL BOUNDARIES PROJECTED VERTICALLY, DESCRIBED AS FOLLOWS; COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00° 00' 36" WEST ALONG THE EAST LINE OF SAID TRACT 41.67 FEET; THENCE SOUTH 89° 59' 24" WEST 26.08 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89° 38' 16" WEST 9.21 FEET; THENCE NORTH 00° 21' 44" EAST 9.08 FEET; THENCE SOUTH 89° 38' 16" EAST 9.21 FEET; THENCE SOUTH 00° 21' 44" WEST 9.08 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

RETAIL PARCEL 3-FIRST FLOOR

THAT PART OF LOTS 25 TO 31, INCLUSIVE, IN BLOCK 9 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ALL TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +36.30 CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +15.09 CHICAGO CITY DATUM, (EXCEPT THAT PART DESCRIBED AS FOLLOWS; COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG THE EAST LINE OF SAID

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TRACT 3.94 FEET; THENCE SOUTH 89° 59' 24" WEST 42.48 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 00° 24' 39" WEST 14.85 FEET; THENCE NORTH 89° 27' 22" WEST 9.68 FEET; THENCE NORTH 00° 24' 39" EAST 14.85 FEET; THENCE SOUTH 89° 27' 22" EAST 9.68 FEET TO THE POINT OF BEGINNING,

ALSO EXCEPTING

COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG THE EAST LINE OF SAID TRACT 18.97 FEET; THENCE SOUTH 89° 59' 24" WEST 23.71 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 00° 23' 58" WEST 20.43 FEET; THENCE NORTH 89° 36' 02" WEST 10.74 FEET; THENCE NORTH 00° 23' 58" EAST 20.43 FEET; THENCE SOUTH 89° 36' 02" EAST 10.74 FEET TO THE POINT OF BEGINNING,

ALSO EXCEPTING

COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 89° 02' 58" WEST ALONG THE SOUTH LINE OF SAID TRACT 24.13 FEET TO THE POINT OF BEGINNING, THENCE NORTH 00° 39' 37" EAST 32.36 FEET; THENCE SOUTH 89° 30' 51" EAST 0.54 FEET; THENCE NORTH 00° 51' 55" EAST 10.05 FEET; THENCE NORTH 89° 29' 18" WEST 30.36 FEET; THENCE SOUTH 00° 18' 34" WEST 42.19 FEET TO A POINT ON THE SOUTH LINE OF SAID TRACT; THENCE SOUTH 89° 02' 58" EAST ALONG SAID SOUTH LINE 29.52 FEET TO THE POINT OF BEGINNING,

ALSO EXCEPTING

BEGINNING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 89° 02' 58" WEST ALONG THE SOUTH LINE OF SAID TRACT 24.13 FEET, THENCE NORTH 00° 39' 37" EAST 32.36 FEET; THENCE SOUTH 89° 30' 51" EAST 0.54 FEET; THENCE NORTH 00° 51' 55" EAST 10.05 FEET; THENCE SOUTH 89° 39' 40" EAST 9.75 FEET; THENCE SOUTH 01° 00' 43" WEST 6.44 FEET; THENCE SOUTH 89° 23' 42" EAST 13.42 FEET TO A POINT ON THE EAST LINE OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG SAID EAST LINE 36.17 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

RETAIL PARCEL 4-SECOND FLOOR

THAT PART OF LOTS 25 TO 31, INCLUSIVE, IN BLOCK 9 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ALL TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +58.39 CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +36.30 CHICAGO CITY DATUM, (EXCEPT THAT PART DESCRIBED AS FOLLOWS; COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG THE EAST LINE OF SAID TRACT 18.97 FEET; THENCE SOUTH 89° 59' 24" WEST 23.71 FEET TO THE POINT OF

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BEGINNING, THENCE SOUTH 00° 23' 58" WEST 20.43 FEET; THENCE NORTH 89° 36' 02" WEST 10.74 FEET; THENCE NORTH 00° 23' 58" EAST 20.43 FEET; THENCE SOUTH 89° 36' 02" EAST 10.74 FEET TO THE POINT OF BEGINNING,

ALSO EXCEPTING

COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00° 00' 36" WEST ALONG THE EAST LINE OF SAID TRACT 20.62 FEET; THENCE SOUTH 89° 59' 24" WEST 24.86 FEET TO THE POINT OF BEGINNING, THENCE NORTH 89° 36' 02" WEST 10.74 FEET; THENCE NORTH 00° 23' 58" EAST 20.43 FEET; THENCE SOUTH 89° 36' 02" EAST 10.74 FEET THENCE SOUTH 00° 23' 58" WEST 20.43 FEET; TO THE POINT OF BEGINNING,

ALSO EXCEPTING

THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00° 00' 36" WEST ALONG THE EAST LINE OF SAID TRACT 20.62 FEET; THENCE SOUTH 89° 59' 24" WEST 43.52 FEET TO THE POINT OF BEGINNING, THENCE NORTH 89° 36' 02" WEST 9.09 FEET; THENCE NORTH 00° 23' 58" EAST 20.43 FEET; THENCE SOUTH 89° 36' 02" EAST 9.09 FEET THENCE SOUTH 00° 23' 58" WEST 20.43 FEET; TO THE POINT OF BEGINNING,

ALSO EXCEPTING

COMMENCING AT THE SOUTHEAST CORNER OF SAID TRACT; THENCE NORTH 00° 00' 36" WEST ALONG THE EAST LINE OF SAID TRACT 18.09 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 89° 59' 24" WEST 12.51 FEET; THENCE NORTH 00° 10' 21" EAST 17.95 FEET; THENCE NORTH 89° 59' 24" EAST 12.45 FEET TO A POINT ON THE EAST LINE OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG SAID EAST LINE 17.95 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

RETAIL PARCEL 5-THIRD-FOURTH FLOORS

THAT PART OF LOTS 25 TO 31, INCLUSIVE, IN BLOCK 9 IN FORT DEARBORN ADDITION TO CHICAGO IN THE SOUTHWEST FRACTIONAL QUARTER OF SECTION 10, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, ALL TAKEN AS A TRACT, LYING BELOW A HORIZONTAL PLANE HAVING AN ELEVATION OF +102.32 CHICAGO CITY DATUM AND LYING ABOVE A HORIZONTAL PLANE HAVING AN ELEVATION OF +58.39 CHICAGO CITY DATUM, AND LYING WITHIN ITS HORIZONTAL BOUNDARIES PROJECTED VERTICALLY, DESCRIBED AS FOLLOWS; COMMENCING AT THE NORTHEAST CORNER OF SAID TRACT; THENCE SOUTH 00° 00' 36" EAST ALONG THE EAST LINE OF SAID TRACT 28.74 FEET; THENCE SOUTH 89° 59' 24" WEST 42.65 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 00° 12' 02" WEST 10.51 FEET; THENCE NORTH 89° 47' 58" WEST 9.20 FEET; THENCE NORTH 00° 12' 02" EAST 10.51 FEET; THENCE SOUTH 89° 47' 58" EAST 9.20 FEET TO THE POINT OF BEGINNING, IN COOK COUNTY, ILLINOIS.

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