

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The H Company Holdings, LLC		06/11/2010	LIMITED LIABILITY COMPANY: DELAWARE
The H Company, LLC		06/11/2010	LIMITED LIABILITY COMPANY: DELAWARE
The H Company IP, LLC		06/11/2010	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	HILCO BRANDS, LLC
<b>Street Address:</b>	40 King Street West, Suite 3201
<b>Internal Address:</b>	Scotia Plaza
<b>City:</b>	Toronto, Ontario
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	M5H 3Y2
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CANADA

<b>Name:</b>	GENUITY CAPITAL MANAGEMENT SERVICES INC.
<b>Street Address:</b>	Scotia Plaza, 48th Floor
<b>City:</b>	Toronto, Ontario
<b>State/Country:</b>	CANADA
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	2166353	HALSTON
Registration Number:	1621118	HALSTON
Registration Number:	1103001	HALSTON
Registration Number:	2588723	HALSTON
Registration Number:	1002073	HALSTON

**OP \$465.00 2166353**

**900195034**

**TRADEMARK  
 REEL: 004566 FRAME: 0673**

Registration Number:	2732371	HALSTON
Registration Number:	2226564	HALSTON
Registration Number:	1138450	HALSTON
Registration Number:	2393797	HALSTON
Registration Number:	2492960	HALSTON
Registration Number:	0999713	HALSTON
Registration Number:	1012939	HALSTON
Registration Number:	2293060	HALSTON
Registration Number:	2530046	HALSTON
Registration Number:	2465921	HALSTON INTIMATES
Registration Number:	2424143	HALSTON INTIMATES
Registration Number:	2698338	HALSTON RED
Registration Number:	2527738	HALSTON SIGNATURE

**CORRESPONDENCE DATA**

Fax Number: (302)656-8920  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (302) 622-4226  
Email: dmcgregor@foxrothschild.com  
Correspondent Name: Deanna M. McGregor / Charles N. Quinn  
Address Line 1: 2000 Market Street, 20th Floor  
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 056094.00010

**DOMESTIC REPRESENTATIVE**

Name:  
Address Line 1:  
Address Line 2:  
Address Line 3:  
Address Line 4:

NAME OF SUBMITTER: Deanna M. McGregor

Signature: /-d-/

Date: 06/21/2011

**Total Attachments: 10**

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**NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT**

NOTICE dated as of the 11<sup>th</sup> day of June, 2010, by The H Company Holdings, LLC, a Delaware limited liability company ("*Holdings*"), The H Company, LLC, a Delaware limited liability company ("*H Company*"), and The H Company IP, LLC, a Delaware limited liability company ("*H Company IP*", and, collectively with *Holdings* and *H Company*, the "*Debtor*"), having an address at 96 Spring Street, New York, NY to and in favor of HILCO BRANDS, LLC, having offices at Scotia Plaza; 40 King Street West, Suite 3201, Toronto, Ontario M5H 3Y2, and GENUITY CAPITAL MANAGEMENT SERVICES INC., having offices at Scotia Plaza, 48<sup>th</sup> Floor, Toronto, Ontario, as the Security Agent for the Lenders under that certain Loan and Security Agreement dated June 11, 2010 ("*Secured Party*") and under certain Senior Secured Promissory Notes of even date herewith issued by Debtor to the Lenders (the "*Notes*").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, the Lenders have agreed to extend certain credit to Debtor under the Notes on condition that the Debtor pledge and grant to Secured Party as collateral for the obligations under the Notes a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including the registrations thereof, the goodwill associated therewith and all other related claims and rights as more fully described in that certain Intellectual Property Security Agreement dated June 11, 2010 in favor of Secured Party (the "*IP*");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the obligations, Debtor hereby pledges and grants and collaterally assigns to Secured Party a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and gives notice of such security interest and the existence of such Intellectual Property Security Agreement providing therefor.

[Signature page follows.]

**THIS NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** is executed as of the date first above written.

**ATTEST:**

**THE H COMPANY HOLDINGS, LLC**

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

Name:  
Title:

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

Name:  
Title:

**THE H COMPANY, LLC**

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

Name:  
Title:

**THE H COMPANY IP, LLC**

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

Name:  
Title:

**EXHIBIT "A"**

**HARDWARE AND SOFTWARE**

**DESCRIPTION OF HARDWARE AND SOFTWARE COLLATERAL**

N/A

**EXHIBIT "B"**

**COPYRIGHTS**

N/A

**TRADEMARK**

**REEL: 004566 FRAME: 0679**

**EXHIBIT "C"**

**PATENTS**

**N/A**

**TRADEMARK**

**REEL: 004566 FRAME: 0680**



**EXHIBIT "D"**  
**TRADEMARKS**

**SEE ATTACHED**

**TRADEMARK**

**REEL: 004566 FRAME: 0681**

Country	Trademark	Appl.No.	Filing Date	Reg. No.	Reg Date	Class	Remarks
Antigua and Barbuda	HALSTON	1156	10-Dec-1973	1156	06-Jan-1978	16 Int.	
Argentina	HALSTON	1438373	16-Jul-1974	1890019	31-Aug-1992	25 Int.	
Australia	HALSTON	274983	27-Dec-1973	B274983	03-Jun-1975	26 Int.	
Australia	HALSTON	274981	27-Dec-1973	B274981	03-Jun-1975	18 Int.	
Australia	HALSTON	274980	27-Dec-1973	B274980	21-May-1975	16 Int.	
Australia	HALSTON	274979	27-Dec-1973	B274979	21-May-1975	14 Int.	
Australia	HALSTON	274982	27-Dec-1973	B274982	03-Jun-1975	25 Int.	
Austria	HALSTON	AM3168/73-3	11-Dec-1973	77283A	31-May-1974	14 Int., 18 Int., 25 Int.	Reg. No. 77283 (Classes 16 and 26) is in the name of Halston Trademarks, Inc., Reg. No. 77283B (Class 3) is in the name of Halston Parfums, Inc.
Barbados	HALSTON	7194	12-Feb-1981	81/6067	12-Feb-1981	18 Int.	
Barbados	HALSTON	7194	12-Feb-1981	81/6068	12-Feb-1981	25 Int.	
Benelux	HALSTON	323189	07-Jan-1974	585203	04-Nov-1996	14 Int., 16 Int., 18 Int., 25 Int., 26 Int.	
Brazil	HALSTON	811986977	14-May-1985	811986977	26-Dec-1989	25 Int.	
Brazil	HALSTON	6986900	14-Jan-1974	6986900	25-Sep-1979	25 Int.	
Brazil	HALSTON III	811309738	23-Sep-1983	811309738	26-Feb-1985	25 Int.	
Canada *	HALSTON	418632	06-Dec-1977	232708	12-Apr-1979	25 Int.	
Canada *	HALSTON	417221	01-Nov-1977	232681	01-Nov-1977	18 Int.	
Canada *	HALSTON	370702	10-Dec-1973	206455	11-Apr-1975	25 Int.	
Canada *	HALSTON	1008816	16-Mar-1999			25 Int., 24 Int., 20 Int., 14 Int., 26 Int., 18 Int., 09 Int.	
Canada *	HALSTON IV	418633	06-Dec-1977	232709	12-Apr-1979	25 Int.	
Chile	HALSTON	491966		580328	26-Oct-2000	27 Int.	
Chile	HALSTON	491967		580329	26-Oct-2000	14 Int., 16 Int., 18 Int., 25 Int., 26 Int., 27 Int.	
Chile	HALSTON	491968		580330	26-Oct-2000	14 Int., 18 Int., 25 Int., 26 Int., 27 Int.	
Chile	HALSTON	353724	29-Aug-1996	485352	30-Apr-1997	14 Int., 18 Int., 25 Int.	
China (Peoples Republic)	HALSTON	40127	31-Oct-1985	262631	20-Sep-1986	25 Int.	
Denmark	HALSTON	1996 4210 VA	10-Dec-1973	VR1996 04381	11-Oct-1974	14 Int., 18 Int., 25 Int.	
Denmark	HALSTON	5672/1973	11-Oct-1974	4381/1996	04-Oct-1996	14 Int., 18 Int., 25 Int.	
Egypt	HALSTON	49170	30-Dec-1973	49170	28-Dec-1974	16 Int.	
Egypt	HALSTON	49169	30-Dec-1973	49169	23-Oct-1975	14 Int.	
Egypt	HALSTON	49173	30-Dec-1973	49173	30-Oct-1974	26 Int.	
Egypt	HALSTON	49172	30-Dec-1973	49172	31-Oct-1974	25 Int.	
Egypt	HALSTON	49171	30-Dec-1973	49171	28-Dec-1974	18 Int.	
European Community	HALSTON	3486842	30-Oct-2003	3486842	30-Oct-2003	09 Int., 14 Int., 18 Int., 25 Int.	
Finland	HALSTON	7140/73	10-Dec-1973	69739B	05-Jul-1979	14 Int., 16 Int., 18 Int., 25 Int., 26 Int.	
France	HALSTON	681350	15-Nov-1973	1251041	13-Dec-1973	14 Int., 16 Int., 18 Int., 25 Int., 26 Int., 28 Int.	Reg. No. 1251041 is active for all classes (renewed in 10/03 and confirmed by facsimile on 2/23/07). Elizabeth Arden owns a registration for the identical mark for goods in Class 3 with the identical Reg. No.
Germany	HALSTON	H389493/WZ	08-Dec-1973	39553222	24-May-1978	14 Int., 16 Int., 18 Int., 25 Int., 26 Int.	
Germany	HALSTON	DDW 52534	21-Mar-1978	642384 DD	20-Sep-1978	25 Int.	
Greece	HALSTON	51936	28-Dec-1973	51936	17-Apr-1975	14 Int., 16 Int., 18 Int., 26 Int.	

\* Registrations and application owned by Elizabeth Arden, Inc. on behalf of Halston LLC.

\*\* Registration owned by Halston Parfums, Inc. on behalf of Halston LLC.

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Country	Trademark	Appl.No.	Filing Date	Reg. No.	Reg Date	Class	Remarks
Guatemala	HALSTON	33706	08-Aug-1977	33706	21-Dec-1977	16 Int.	
Guatemala	HALSTON	96439	19-Jan-1984	96439	16-Jun-1999	25 Int.	
Honduras	HALSTON	24366	28-Jul-1977	24366	30-Dec-1977	16 Int.	
Hong Kong	HALSTON	152773	12-Dec-1973	475/1974	23-Apr-1974	25 Int.	
Hong Kong	HALSTON	152773	12-Dec-1973	476/1974	23-Apr-1974	26 Int.	
Hong Kong	HALSTON	152773	12-Dec-1973	474/1974	23-Apr-1974	18 Int.	
Hong Kong	HALSTON	152773	12-Dec-1973	473/1974	23-Apr-1974	16 Int.	
Hong Kong	HALSTON	152773	12-Dec-1973	472/1974	23-Apr-1974	14 Int.	
India	HALSTON	292728	11-Dec-1973	292728B	11-Dec-1973	25 Int.	
India	HALSTON	292726	11-Dec-1973	292726B	11-Dec-1973	16 Int.	
India	HALSTON	292727	11-Dec-1973	292727B	11-Dec-1973	18 Int.	
India	HALSTON	292729	11-Dec-1973	292729B	11-Dec-1973	26 Int.	
India	HALSTON	292725	11-Dec-1973	292725B	11-Dec-1973	14 Int.	
Indonesia	HALSTON	D00.2006.011039	07-Apr-2006			25 Int.	
Indonesia	HALSTON	D00.2006.012537	21-Apr-2006			09 Int.	
Indonesia	HALSTON	D00.2006.012539	21-Apr-2006			14 Int.	
Indonesia	HALSTON	D00.2006.012541	21-Apr-2006			18 Int.	
Indonesia	HALSTON	D00.2006.012543	21-Apr-2006			24 Int.	
Ireland **	HALSTON	8487	16-Jan-1987	122961	16-Jan-1987	25 Int.	
Israel	HALSTON	38549	13-Dec-1973	38549	30-Sep-1975	25 Int.	
Israel	HALSTON	38550	13-Dec-1973	38550	30-Sep-1975	26 Int.	
Israel	HALSTON	38547	13-Dec-1973	38547	30-Sep-1975	16 Int.	
Israel	HALSTON	38546	13-Dec-1973	38546	30-Sep-1975	14 Int.	
Israel	HALSTON	38548	13-Dec-1973	38548	30-Sep-1975	18 Int.	
Italy	HALSTON	357889C/73	21-Dec-1973	663524	20-Dec-1976	14 Int., 16 Int., 18 Int., 25 Int., 26 Int.	
Japan	HALSTON	70923/87	18-Jun-1987	2195032	25-Dec-1989	21 Int.	
Japan	HALSTON	6-89064	03-Oct-1994	4095512	19-Dec-1997	14 Int.	
Japan	HALSTON	2-146030/90	28-Dec-1990	2356769	30-Jul-1993	18 Int., 25 Int.	
Japan	HALSTON	198269/73	20-Dec-1973	1300523	19-Sep-1977	17 Int.	
Japan	HALSTON	6-89063	03-Oct-1994	3367686	19-Dec-1997	09 Int.	
Japan	HALSTON (IN KATAKANA)	49532/78	04-Jul-1978	1712633	26-Sep-1984	20 Int., 21 Int., 22 Int., 24 Int., 25 Int.	
Japan	HALSTON (IN KATAKANA)	198272/73	20-Dec-1973	1326086	09-Mar-1978	17 Int.	
Korea, Republic of	HALSTON	7646/1973	13-Dec-1973	37440	08-Jun-1974	14 Int., 25 Int.	
Korea, Republic of	HALSTON	19571/1985	21-Nov-1985	130448	12-Sep-1986	25 Int.	
Malaysia	HALSTON	87/01722	30-Apr-1987	87/01722	30-Apr-1987	25 Int.	Awaiting results of search of Malaysian Trademark Registry to confirm status
Mexico	HALSTON	155635	14-Feb-1979	229682	06-Sep-1979	25 Int.	
Mexico	HALSTON	237285	15-Aug-1984	321111	17-Dec-1986	09 Int.	
Mexico	HALSTON	237284	15-Aug-1984	313546	25-Oct-1985	24 Int.	
Mexico	HALSTON	240326	22-Oct-1984	306465	02-Apr-1985	26 Int.	
Mexico	HALSTON	238466	10-Sep-1984	303640	06-Nov-1984	14 Int.	
Netherlands Antilles	HALSTON	11460	10-Jun-1980	2217	10-Jun-1980	18 Int., 25 Int.	
Netherlands Antilles	HALSTON	10460	22-Nov-1977	2218	22-Nov-1977	16 Int.	
Nicaragua	HALSTON	8313	03-Nov-1977	8313CC	24-Apr-1978	16 Int.	
Nigeria	HALSTON	TF1807	03-Jan-1987			25 Int.	

\* Registrations and application owned by Elizabeth Arden, Inc. on behalf of Halston LLC.

\*\* Registration owned by Halston Parfums, Inc. on behalf of Halston LLC.

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Country	Trademark	Appl.No.	Filing Date	Reg. No.	Reg Date	Class	Remarks
Norway *	HALSTON	117189	21-Dec-1973	95824	29-Jan-1976	25 Int.	
Panama	HALSTON	100318	27-Apr-1999	100318	27-Apr-1999	25 Int.	
Panama	HALSTON	100320	27-Apr-1999	100320	27-Apr-1999	18 Int.	
Paraguay	HALSTON	1020	18-Mar-1993	163813	11-May-1993	25 Int.	
Saudi Arabia	HALSTON	5410/1400	16-Jun-1980	98/50	01-Nov-1982	18 Int., 25 Int.	Halston Parfums owns a registration for the identical mark for goods in Class 3 with the identical Reg. No.
Singapore	HALSTON	T78749791	09-Mar-1978	T78749791	09-Mar-1978	18 Int.	
Singapore	HALSTON	T78749808	09-Mar-1978	T78749808	09-Mar-1978	25 Int.	
Spain	HALSTON	736567	19-Dec-1973	736567	04-Nov-1976	26 Int.	
Spain	HALSTON	736566	19-Dec-1973	736566	04-Nov-1976	25 Int.	
Sweden	HALSTON	5992/73	07-Dec-1973	190514	28-Feb-1975	25 Int.	
Switzerland	HALSTON	07212/1996	23-Feb-1989	432925	11-Nov-1996	14 Int., 16 Int., 18 Int., 25 Int., 26 Int.	
Taiwan	HALSTON	85038313	30-Aug-1996	798914	16-Mar-1998	25 Int.	
Taiwan	HALSTON	83-074795	14-Dec-1994	720421	01-Jul-1996	18 Int.	
Taiwan	HALSTON	86-052707	30-Oct-1997	827101	16-Nov-1998	25 Int.	
Thailand	HALSTON	164418	07-Apr-1987	142676	07-Apr-1987	37 Local	
Thailand	HALSTON	302188	06-Feb-1986	55547	06-Feb-1986	25 Int.	
Turkey	HALSTON	61171	24-Feb-1978	104040	24-Feb-1978	16 Int.	
United Kingdom	HALSTON	1021966	10-Dec-1973	B1021966	10-Dec-1973	16 Int.	
United Kingdom	HALSTON	1052288	18-Sep-1975	B1052288	23-Aug-1976	26 Int.	
United Kingdom	HALSTON	1021967	10-Dec-1973	B1021967	22-Oct-1975	18 Int.	
United Kingdom	HALSTON	1021969	10-Dec-1973	B1021969	04-Jul-1975	14 Int., 16 Int., 18 Int., 25 Int., 26 Int.	
United Kingdom	HALSTON	1021968	10-Dec-1973	B1021968	08-Jun-1976	25 Int.	
United Kingdom	HALSTON	1021965	10-Dec-1973	B1021965	20-May-1975	14 Int.	
United States of America	HALSTON	75/118,641	12-Jun-1996	2166353	16-Jun-1998	14 Int.	
United States of America	HALSTON	74/004,802	24-Nov-1989	1621118	06-Nov-1990	14 Int.	
United States of America	HALSTON	73/132,576	01-Jul-1977	1103001	26-Sep-1978	09 Int.	
United States of America	HALSTON	75/421,757	22-Jan-1998	2588723	02-Jul-2002	18 Int.	
United States of America	HALSTON	73/011,260	18-Jan-1974	1002073	21-Jan-1975	25 Int., 42 Int.	
United States of America	HALSTON	75/464,599	08-Apr-1998	2732371	01-Jul-2003	25 Int.	Corrective Assignment recorded 2/20/07 at Reel/Frame 003484/0050 recording the assignment to Halston, LLC.
United States of America	HALSTON	75/183,990	11-Oct-1996	2226564	23-Feb-1999	25 Int.	
United States of America	HALSTON	73/165,240	06-Apr-1978	1138450	05-Aug-1980	25 Int.	
United States of America	HALSTON	75/200,129	19-Nov-1996	2393797	10-Oct-2000	25 Int.	
United States of America	HALSTON	75/464,477	08-Apr-1998	2492960	25-Sep-2001	25 Int.	
United States of America	HALSTON	73/007,353	27-Nov-1973	999713	17-Dec-1974	25 Int.	
United States of America	HALSTON	73/007,358	27-Nov-1973	1012939	10-Jun-1975	18 Int.	
United States of America	HALSTON (ZIPPER FULL DESIGN)	75177697	07-Oct-1996	2293060	16-Nov-1999	26 Int.	
United States of America	HALSTON and Design	75/177,291	07-Oct-1996	2530046	15-Jan-2002	26 Int.	
United States of America	HALSTON INTIMATES	75/284,378	03-Apr-1997	2465921	03-Jul-2001	25 Int.	
United States of America	HALSTON INTIMATES	75/979,972	30-Apr-1997	2424143	23-Jan-2001	25 Int.	Certificate of Correction will be published in the Official Gazette on 4/3/07

\* Registrations and application owned by Elizabeth Arden, Inc. on behalf of Halston LLC.

\*\* Registration owned by Halston Parfums, Inc. on behalf of Halston LLC.

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Country	Trademark	Appl.No.	Filing Date	Reg. No.	Reg Date	Class	Remarks
United States of America	HALSTON RED	76/121,123	01-Sep-2000	2696338	18-Mar-2003	09 Int.	
United States of America	HALSTON SIGNATURE	75/284,379	30-Apr-1997	2527738	08-Jan-2002	25 Int.	
Venezuela	HALSTON	78775	13-Dec-1973	78775	09-Apr-1975	28 Local	
Venezuela	HALSTON	78778	13-Dec-1973	78778	09-Apr-1975	07 National	
Venezuela	HALSTON	78777	13-Dec-1973	78777	09-Apr-1975	40 Local	
Venezuela	HALSTON	11428/73	13-Dec-1973	85377	06-Dec-1975	39 Local	
Venezuela	HALSTON	78776	13-Dec-1973	78776	09-Apr-1975	37 Local	

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TRADEMARK

RECORDED: 06/21/2011

REEL: 004566 FRAME: 0685