

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IM Ready-Made, LLC		09/29/2011	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Xcel Brands, Inc.
Street Address:	5 Penn Plaza
Internal Address:	23rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	CORPORATION: DELAWARE

Name:	IM Brands, LLC
Street Address:	5 Penn Plaza
Internal Address:	23rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	78875764	ISAAC MIZRAHI
Serial Number:	78875239	ISAAC MIZRAHI
Serial Number:	78875570	
Serial Number:	76697444	IM
Serial Number:	77981234	ISAAC MIZRAHI
Serial Number:	77942358	ISAAC MIZRAHI

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Serial Number:	77738086	ISAAC MIZRAHI
Serial Number:	75267953	ISAAC MIZRAHI
Serial Number:	77781922	
Serial Number:	77785921	ISAAC MIZRAHI LIVE
Serial Number:	77786031	ISAAC MIZRAHI LIVE
Serial Number:	77890574	ISAACMIZRAHILIVE
Serial Number:	85207090	ISAACMIZRAHILIVE
Serial Number:	85208854	ISAACMIZRAHILIVE
Serial Number:	85207293	ISAACMIZRAHILIVE
Serial Number:	85210764	ISAACMIZRAHILIVE
Serial Number:	85247619	

CORRESPONDENCE DATA

Fax Number: (215)832-5363
Phone: (215) 569-5363
Email: stefanski@blankrome.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Jennifer L. Stefanski
Address Line 1: Blank Rome LLP
Address Line 2: One Logan Square - 8th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

ATTORNEY DOCKET NUMBER:	135944-00100
NAME OF SUBMITTER:	Jennifer L. Stefanski
Signature:	/Jennifer L. Stefanski/
Date:	10/13/2011

Total Attachments: 7
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UNITED STATES MASTER TRADEMARK ASSIGNMENT

WHEREAS, IM READY-MADE, LLC, a New York limited liability company having a place of business at 475 Tenth Avenue, 4th Floor, New York, New York 10018 (“Assignor”), is the owner of the United States trademark applications and registrations listed on Schedule A attached hereto (collectively, the “Marks”);

WHEREAS, XCEL BRANDS, INC., a corporation organized under the laws of the State of Delaware (“XCel”) having a place of business at 5 Penn Plaza, 23rd Floor, New York, New York 10001, and IM BRANDS, LLC, a Delaware limited liability company (“IM Brands”) having a place of business at 5 Penn Plaza, 23rd Floor, New York, New York 10001 (XCel and IM Brands, collectively, “Assignees”), are desirous of acquiring the Marks and the goodwill associated therewith;

WHEREAS, Assignor has entered into a certain Asset Purchase Agreement by and among Assignor and Assignees dated May 19, 2011 (the “Purchase Agreement”); and

WHEREAS, pursuant to the Purchase Agreement, among other things, the parties hereto are to execute and deliver this United States Master Trademark Assignment in connection with the closing of the transactions contemplated thereunder.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignees all of Assignor’s right, title and interest in and to the Marks, together with the goodwill of the business symbolized by such Marks, and the right to sue for and take action with respect to past infringements. To the extent that any of the Marks are trademark applications filed on an intent-to-use basis for which there has not yet been a filing of a Statement of Use or an Amendment to Allege Use, the Assignor and Assignees agree and confirm that the assignment

and transfer thereof is to a successor to the applicable portion of the business of the Assignor, and such business is ongoing and existing.

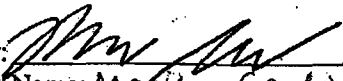
Assignor and Assignees agree that this United States Master Trademark Assignment is subject to the terms and conditions of the Purchase Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignees have signed this Assignment
this 29 day of September, 2011.

ASSIGNOR:

IM READY-MADE, LLC

By: 
Name: Marisa Gardini
Title: President, CEO

ASSIGNEES:

XCEL BRANDS, INC.

By: _____
Name:
Title:

IM BRANDS, LLC

By: _____
Name:
Title:

[Signature Page to US Master Trademark Assignment]

IN WITNESS WHEREOF, Assignor and Assignees have signed this Assignment
this 29 day of September, 2011.


ASSIGNOR:

IM READY-MADE, LLC


By: _____
Name: Isaac Mizrahi
Title: President

ASSIGNEES:

XCEL BRANDS, INC.

By: 
Name: Robert D'Loren
Title: CEO, President and Secretary

IM BRANDS, LLC

By: 
Name: Robert D'Loren
Title: President

[Signature Page to US Master Trademark Assignment]

STATE OF *New York*)
) ss.:
COUNTY OF *Kings*)

ACKNOWLEDGMENT

On this ___ day of September 2011, before me came *Mansa Gardini*, who stated that he/she is the *President; CEO* of IM READY-MADE, LLC and acknowledged that he/she executed the above instrument as the act and deed of IM READY-MADE, LLC with full authority to do so.

PATRICIA DOLAN GOLDMAN
Notary Public, State of New York
No. 01DO6197631
Qualified in Kings County
Commission Expires *12/8* 20*12*

Patricia Dolan Goldman

Notary Public

SCHEDULE A

The Marks

See Attachment A.

Attachment A

Trademarks

Mark	Country	Status	Serial No.	International Class
"Isaac Mizrahi"	United States	Registered	78875764	IC 18
"Isaac Mizrahi"	United States	Registered	78875239	IC 25
	United States	Registered	78875570	IC 18
	United States	Registered	76697444	IC 25
"Isaac Mizrahi"	United States	Registered	77981234	IC 35
"Isaac Mizrahi"	United States	Registered	77942358	IC 14
"Isaac Mizrahi"	United States	Notice of Allowance issued - Extension filed	77738086	IC 3
"Isaac Mizrahi"	United States	Registered	75267953	IC 9, 25
	United States	Registered	77781922	IC 25
	United States	Registered	77785921	IC 41
	United States	Notice of Allowance issued - Extension filed	77786031	IC 25, 18
"IsaacMizrahiLive"	United States	Registered	77890574	IC 25
"IsaacMizrahiLive"	United States	pending 1A application	85207090	IC 18
"IsaacMizrahiLive"	United States	pending 1A application	85207293	IC 24
"IsaacMizrahiLive"	United States	pending 1A application	85208854	IC 21
"IsaacMizrahiLive"	United States	pending 1A application	85210764	IC 35
	United States	pending 1A application; Notice of Allowance issued – handbags and wallets 1(a); totes and luggage 1(b)	85247619	IC 18

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