

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Binn and Partners, LLC		02/22/2012	LIMITED LIABILITY COMPANY: NEW YORK

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	XpresSpa Holdings, LLC
<b>Street Address:</b>	3 East 54th Street
<b>Internal Address:</b>	9th FL
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10022
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	78785839	XPRESSPA
Serial Number:	78804501	XPRESSPA
Serial Number:	78948135	XPRESSPA
Serial Number:	78977493	XPRESSPA
Serial Number:	78977494	XPRESSPA
Serial Number:	78977495	XPRESSPA
Serial Number:	78977496	XPRESSPA
Serial Number:	78977497	XPRESSPA
Serial Number:	78977498	XPRESSPA
Serial Number:	85350374	XPRESSPA
Serial Number:	85357911	XPRESSPA
Serial Number:	85074000	XPRESSPA 24/7
Serial Number:	85108982	XPRESSPA

CH \$465.00 78785839

Serial Number:	85110119	XPRESSPA
Serial Number:	76594465	XPRESSPA @ THE AIRPORT
Serial Number:	85088912	XH2O
Serial Number:	77082260	XPRESSMILE
Serial Number:	77082182	XPRESSMILE

**CORRESPONDENCE DATA**

Fax Number: (212)336-8001  
 Phone: 212-336-8000  
 Email: ptodocket@arelaw.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: Chester Rothstein, Esq.  
 Address Line 1: Amster, Rothstein & Ebenstein LLP  
 Address Line 2: 90 Park Avenue  
 Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	09875-0095
NAME OF SUBMITTER:	Chester Rothstein
Signature:	/Chester Rothstein/
Date:	03/16/2012

**Total Attachments: 7**  
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## TRADEMARK ASSIGNMENT

This XpresSpa Trademark Assignment (the “*Assignment*”) is entered into and is effective as of February 22, 2012 (the “*Effective Date*”), by and between Binn and Partners, LLC a New York limited liability company having a place of business at 3 East 54th Street, Ninth Floor, New York, NY 10022 (the “*Assignor*”), and XpresSpa Holdings, LLC, a Delaware limited liability company, having a place of business at 3 East 54th Street, Ninth Floor, New York, NY 10022 (the “*Assignee*”).

The Assignor hereby transfers and assigns to Assignee, effective as of the Effective Date, all worldwide right, title, and interest in and to the trademarks, trade names, service marks, applications and registrations described in Exhibit A, which is attached hereto and is incorporated by reference herein, and the goodwill of the business associated therewith (collectively, the “*Marks*”).

For good and valuable consideration by Assignee, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby assign unto the Assignee, as of the Effective Date, all of its right, title, and interest in and to the Marks, free and clear of all liens and encumbrances, except for only permitted liens and encumbrances agreed upon by the parties and contemplated in the Merger Agreement being concurrently executed herewith, together with all of the goodwill of the business associated with and symbolized by such Marks, the applications and registrations therefor, and any rights of the Assignor to sue any third parties for any past infringement of or to the Marks, for the use and behalf of Assignee and its successors, assigns or other legal representative and to prosecute such applications and registrations in the United States Patent and Trademark Office or in any foreign jurisdiction. To the extent that any of the trademarks being assigned pursuant to this Assignment are the subject of an intent-to-use application filed under §1(b) of the U.S. Trademark Act, 15 U.S.C. Section 1051(b), for which a Statement of Use has not yet been filed in the U.S. Patent and Trademark Office, this Assignment is being made to a successor to the business of the Assignor to which such trademarks specifically pertain.

After the Effective Date, at the request of the Assignee and at the Assignee’s expense, but without additional consideration to the Assignor, the Assignor will execute and deliver to the Assignee, from time to time such further instruments of conveyance, transfer, and assignment and other documents, and will take such other actions, as the Assignee may reasonably require to convey and deliver more effectively to the Assignee the Marks, to perfect the Assignee’s title thereto, and otherwise to accomplish the orderly transfer to the Assignee of the Marks and to give full effect to this Trademark Assignment.

This Trademark Assignment is binding on the Assignor and its respective successors and assigns, and inures to the benefit of the Assignee and its successors and assigns.

[End of Page. Signatures Follow.]

IN WITNESS WHEREOF, intending to be legally bound hereby, the parties hereto have duly executed this Trademark Assignment.

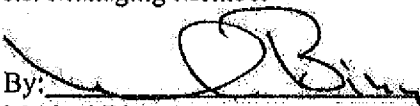
Binn and Partners, LLC

Dated: February 22, 2012

By:   
Moreton Binn  
Chief Executive Officer

XpresSpa Holdings, LLC  
By: Binn and Partners LLC  
Its: Managing Member

Dated: February 22, 2012

By:   
Marisol Binn  
President

This 22nd day of February, 2012, before me personally came the before-mentioned known as the individuals who executed the foregoing Trademark Assignment, who acknowledged to me that they executed the same of their own free will for the purposes and consideration therein expressed, and in the capacity therein set forth.

I, the undersigned, a notary public certify that:

1. Mr. Moreton Binn, Chief Executive Officer, is authorized to sign this Assignment on behalf of Binn and Partners LLC, and
2. Ms. Marisol Binn, President, is authorized to sign this Assignment on behalf of XpresSpa Holdings, LLC.

Witness my hand and Notarial seal the day and year immediately above-written.

Notarial Seal

**MATTHEW S. PODELL**  
Notary Public, State of New York  
No. 31-02PO6057294  
Qualified in New York County  
Commission Expires April 16, 2015

  
Notary Public

Dated: February 22, 2012

[Signature Page to Trademark Assignment]

TRADEMARK  
REEL: 004738 FRAME: 0385

**EXHIBIT A**

**Trademarks/Service Marks**

<b>Jurisdiction</b>	<b>Trademark</b>	<b>Goods/Services</b>	<b>Application No. / Registration No.</b>
US	XPRESSPA	Full health spa services, namely, manicures, pedicures, facials, aromapure facials, collagen facials, organic facials, waxing, reflexology, massages and rubs, full body massages, back massages, deep tissue body massages, foot massages, arm and hand massages, rental of massage loungers, cosmetic body care services	78/785,839 / 3,192,759 (Registered)
US	XPRESSPA	Flower bath, hand and face soaps; confetti bath, hand and face soaps; gel eye mask, incense, and potpourri	78/804,501 / 3,324,061 (Registered)
US	XPRESSPA	Candles	78/948,135 / 3,206,333 (Registered)
US	XPRESSPA	wooden massager, plastic massager, massage balls, massage roller, battery operated massager, scalp massager, foot reflexology board, and hair brush massager	<del>78</del> /977,493 / 3,403,695 (Registered)
US	XPRESSPA	Heating shoulder pads not for medical purposes	78/977,494 / 3,376,627 (Registered)
US	XPRESSPA	Neck supporting pillow	78/977,495 / 3,310,036
US	XPRESSPA	Hair brush	78/977,496 / 3,261,206 (Registered)
US	XPRESSPA	Blanket	78/977,497 / 3,332,887 (Registered)
US	XPRESSPA	Sleep masks and socks	78/977,498 / 3,318,371 (Registered)
US	XPRESSPA Stylized	gel eye mask; towelettes; non-medicated lip balm; hand and face soap; candles; towelettes, namely, disposable sanitizing towelettes; anti-bacterial towelettes for hand cleansing; light pens; foot reflexology boards; infrared heat massager; massage chair/lounger; massage apparatus, namely, magnetic massager and massagers; motorized head massager; neck supporting pillows; neck supporting pillows; hair brushes; blanket throws; socks, boots; bottled water	85/350,374 (Pending)
US	XPRESSPA (Jet Design)	full health spa services, namely, manicures, pedicures, facials, aromapure facials, collagen facials, organic facials, waxing, reflexology, massages and rubs, full body massages, back massages, foot massages, arm and hand massages, rental of massage	85/357,911 (Pending, Allowed)

		loungers, cosmetic body care services	
US	XPRESSPA 24/7	Vending machines	85/074,000 (Pending, Allowed)
US	XPRESSPA Logo	gel eye mask; towelettes; non-medicated lip balm; hand and face soap; candles; towelettes, namely, disposable sanitizing towelettes; light pens; foot reflexology boards; infrared heat massager; massage chair/lounger; massage apparatus, namely, magnetic massager and massagers; motorized head massager; neck supporting pillows; neck supporting pillows; hair brushes; blanket throws; socks, boots; Full health spa services, namely, manicures, pedicures, facials, aromapure facials, collagen facials, organic facials, waxing, reflexology, massages and rubs, full body massages, back massages, foot massages, arm and hand massages, rental of massage loungers, cosmetic body care services.	85/108,982 (Pending, Allowed)
US	XPRESSPA Design	Bottled water	85/110,119 / 4,007,509 (Registered)
US	XPRESSPA@THE AIRPORT (stylized)	health spa services, namely-- massages, facials, manicures, nail treatments and cosmetic body care services	76/594,465 / 3,043,636 (Registered)
US	XH20	Bottled water	85/088,912 (Pending, Suspended)
US	XPRESSMILE	Teeth whitening services	77/082,260 / 3,904,578 (Registered)
US	XPRESSMILE	Tooth whitening products, namely, gels	77/082,182 / 3,904,577 (Registered)
Canada	XPRESSPA	Perfumery; wooden massagers, massage rollers, battery operated massagers, scalp massagers, foot reflexology boards; heat shoulder pads; neck brace pillows; eye masks and reflexology socks; and Full health spa services, namely, manicures, pedicures, facials, aromapure facials, collagen facials, organic facials, waxing, reflexology, massages and rubs, full body massages, back massages, deep tissue body massages, foot massages, arm and hand massages, rental of massage loungers, cosmetic body care services.	1313354 / 775,186 (Registered)
China	XPRESSPA	Bleaching preparations; other substances for laundry use; cleaning preparations; polishing preparations; scouring preparations; abrasive preparations; soaps; perfumery; essential oils; cosmetics; hair lotions; dentifrices.	8670117 (Registered)
China	XPRESSPA	Industrial oil; industrial grease; lubricants; fuel; motor fuel; candles; wicks for lighting; dust binding compositions for sweeping; dust removing preparations; illuminating	8670116 (Registered)

		wax.	
China	XPRESSPA	Magnetic data carriers; sound recording discs; vending machines; coin-operated apparatus (mechanisms for –); cash registers; calculating machines; data processing apparatus; computers; flashlights [photography]; galvanic cells.	8670115 (Registered)
China	XPRESSPA	Surgical, medical, dental and veterinary apparatus and instruments; artificial limbs; artificial eyes; artificial teeth; orthopedic articles; suture materials.	8670114 (Registered)
China	XPRESSPA	Furniture; mirrors; picture frames; pillows; bolsters; pillows for travel; reversible pillows; foam pillows; mattresses.	8670113 (Registered)
China	XPRESSPA	Household or kitchen utensils and containers; combs; brushes (except paint brushes); brush-making materials; steel wool; unworked or semi-worked glass (except glass used in building); domestic glassware; porcelain; earthenware; sponges for household purposes.	8670112 (Registered)
China	XPRESSPA	Bed covers; material (textile –); fabric; knitted fabric; cloth; filtering materials of textile; wall hangings of textile; felt; towels of textile; table cloths [not of paper]; blankets; tartan (clothes); eider down quilt; flax bed sheets; bed blankets; bed clothes.	8670111 (Registered)
China	XPRESSPA	Clothing, footwear & headgear	8670110 (Registered)
China	XPRESSPA	Edgings (lace for –); embroidery; ribbons; braid; buttons; needles; artificial flowers; hooks [haberdashery]; shoe hooks; hook and pile fastening tapes; hooks (embroidering crochet –); clothing (eyelets for –); shoe eyelets; pins [other than jewelry]; hair pins; sewing thimbles; hair bands; hair bands with cold and hot gel mat.	8670109 (Registered)
China	XPRESSPA	Medical services; veterinary services; hygienic and beauty care for human beings; full health spa services; agriculture, horticulture and forestry services.	8670108 (Registered)
Hong Kong	XPRESSPA	Bleaching preparations and other substances for laundry use; cleaning, polishing, scouring and abrasive preparations; soaps; perfumery, essential oils, cosmetics, hair lotions; dentifrices. Industrial oils and greases; lubricants; dust absorbing, wetting and binding compositions; fuels (including motor spirit) and illuminants; candles and wicks for lighting. Scientific, nautical, surveying, photographic, cinematographic, optical, weighing, measuring, signaling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus and instruments for conducting,	301704429 (Pending)

		switching, transforming, accumulating, regulating or controlling electricity; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; automatic vending machines and mechanisms for coin-operated apparatus; cash registers, calculating machines, data processing equipment and computers. Surgical, medical, dental and veterinary apparatus and instruments, artificial limbs, eyes and teeth; orthopedic articles; suture materials. Furniture, mirrors, picture frames; goods (not included in other classes) of wood, cork, reed, cane, wicker, horn, bone, ivory, whalebone, shell, amber, mother-of-pearl, meerschaum and substitutes for all these materials, or of plastics. Household or kitchen utensils and containers; combs and sponges; brushes (except paint brushes); brush-making materials; articles for cleaning purposes; steelwool; unworked or semi-worked glass (except glass used in building); glassware, porcelain and earthenware not included in other classes. Textiles and textile goods, not included in other classes; bed and table covers. Clothing, footwear, headgear. Lace and embroidery, ribbons and braid; buttons, hooks and eyes, pins and needles; artificial flowers. Medical services; veterinary services; hygienic and beauty care for human beings; full health spa services; agriculture, horticulture and forestry services.	
Korea (South)	XPRESSPA	veterinary services; agriculture, horticulture and forestry services; therapeutic health care and wellness services; health care services through therapeutic relaxation.	45-2010-3810 (Pending, Accepted)
Mexico	XPRESSPA	Massagers, foot reflexology boards, etc.	831222 / 978589 (Registered)
Mexico	XPRESSPA	Soaps, perfumery, essential oils, cosmetics, hair lotions, dentifrices.	831223 / 978590 (Registered)
Mexico	XPRESSPA	Health spa services, massage services, etc.	831224 / 1019446 (Registered)
Mexico	XPRESSPA & Design	Medical assistance, hygiene care and beauty services	757710 / 925059 (Registered)
Switzerland	XPRESSPA	Soaps, perfumery, essential oils, cosmetics, hair lotions, dentifrices	57380/2006 / 564766 (Registered)
Switzerland	XPRESSPA & Design (Color)	Health spa services; provision of manicures, pedicures, facials, waxing, reflexology, massages and cosmetic body care services; rental of massage loungers.	62464/2007 / 566692 (Registered)



Taiwan	XPRESSPA	Equipment and instruments for medical, dental and veterinary uses; artificial limbs, artificial eyes; devices for plastic surgery; suture articles in Class 10  Clothes, boots and shoes, hats in Class 25 Medical services, veterinary services, beauty care for human, Spa services, horticultural services in Class 44	099043533 / 1469595 (Registered)
WIPO	XPRESSPA	03: Flower bath, hand and face soaps; confetti bath, hand and face soaps; gel eye mask, incense, and potpourri. 10: Wooden massager, plastic massager, massage balls, massage roller, battery operated massager, scalp massager, foot reflexology board, and hair brush massager. 44: Full health spa services, namely, manicures, pedicures, facials, aromapure facials, collagen facials, organic facials, waxing, reflexology, massages and rubs, full body massages, back massages, deep tissue body massages, foot massages, arm and hand massages, rental of massage loungers, cosmetic body care services.	A0011219 / 954019 (Registered)