

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM307772

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF 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>
Judith Ripka Berk		04/01/2014	INDIVIDUAL: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JR LICENSING, LLC		
<b>Street Address:</b>	5 Penn Plaza		
<b>Internal Address:</b>	23rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10001		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3486990	JUDITH RIPKA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9149416091		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	9149415668		
<b>Email:</b>	trademark@collenip.com		
<b>Correspondent Name:</b>	COLLEN IP Intellectual Property Law, P.C		
<b>Address Line 1:</b>	80 South Highland Avenue		
<b>Address Line 4:</b>	Ossining, NEW YORK 10562		
<b>ATTORNEY DOCKET NUMBER:</b>	JUDITH RIPKA GENERAL FILE		
<b>NAME OF SUBMITTER:</b>	Jane F. Collen		
<b>SIGNATURE:</b>	/Jane F. Collen/		
<b>DATE SIGNED:</b>	06/16/2014		
<b>Total Attachments: 5</b>			
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<b>TRADEMARK</b>			

OP \$40.00 3486990

**UNITED STATES MASTER TRADEMARK ASSIGNMENT**

WHEREAS, Judith Ripka Berk (“Assignor”) is the owner of the United States trademark applications and registrations listed on Schedule A attached hereto (collectively, the “Marks”);

WHEREAS, JR LICENSING, LLC, a Delaware limited liability company (“Assignee”) having a place of business at 5 Penn Plaza, 23<sup>rd</sup> Floor, New York, New York 10001, is desirous of acquiring the Marks and the goodwill associated therewith;

WHEREAS, Assignor has entered into a certain Asset Purchase Agreement dated April 1, 2014 by and among Assignor, Judith Ripka Creations, Inc., Assignee, XCel Brands, Inc. Judith Ripka Companies Inc., Judith Ripka Designs, Ltd., JSB Marketing Corp. and certain other parties thereto (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 Assignee all of Assignor’s right, title and interest in and to the Marks, together with the goodwill symbolized by such Marks, and the right to sue for and take action with respect to past infringements.

Assignor and Assignee 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 Assignee have signed this Assignment  
this 1st day of April, 2014.

ASSIGNOR:

  
Judith Ripka Berk

ASSIGNEE:

JR LICENSING, LLC

By: \_\_\_\_\_  
Name:  
Title:

[Signature Page to US Master Trademark Assignment]

IN WITNESS WHEREOF, Assignor and Assignee have signed this Worldwide  
Master Trademark Assignment this 1st day of April, 2014.

ASSIGNOR:

\_\_\_\_\_  
Judith Ripka Berk

ASSIGNEE:

JR LICENSING, LLC

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

Name: JAMES HAAN

Title: CFO

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

ACKNOWLEDGMENT

On this 18 day of April 2014, before me came Judith Ripka Berk, who acknowledged that she executed the above instrument as her own act and deed, with full authority to do so.



Notary Public

PAUL POLLOCK  
NOTARY PUBLIC, State of New York  
No. 02PO4936213  
Qualified in New York County  
Commission Expires ~~November 17, 2010~~  
*December 28, 2014*

[Signature Page to US Master Trademark Assignment]

**SCHEDULE A****The Marks**

<b><u>Mark</u></b>	<b><u>Country</u></b>	<b><u>Reg. #</u></b>	<b><u>Reg. Date</u></b>	<b><u>Classes</u></b>	<b><u>Good/Services</u></b>	<b><u>Status</u></b>	<b><u>Current Owner</u></b>
Judith Ripka	USA	3,486,990	8/19/08	014	18 karat gold jewelry, diamonds, pearls, precious and semi-precious gemstones and precious metals, namely, platinum	Sec 8 filed	Judith Ripka Berk, Individual