

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM329061

<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>
The H Company IP, LLC		12/22/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	H Licensing, LLC		
<b>Street Address:</b>	475 Tenth Avenue		
<b>Internal Address:</b>	4th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4085186	H BY HALSTON	
<b>Registration Number:</b>	3948842	H BY HALSTON	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2158325767		
<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>	215-569-5767		
<b>Email:</b>	perry@blankrome.com		
<b>Correspondent Name:</b>	David M. Perry		
<b>Address Line 1:</b>	Blank Rome LLP		
<b>Address Line 2:</b>	One Logan Square, 8th Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-6998		
<b>ATTORNEY DOCKET NUMBER:</b>	135944-00107		
<b>NAME OF SUBMITTER:</b>	David M. Perry		
<b>SIGNATURE:</b>	/David M. Perry/		
<b>DATE SIGNED:</b>	01/15/2015		
<b>Total Attachments: 5</b>			
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**UNITED STATES MASTER TRADEMARK ASSIGNMENT**

WHEREAS, The H Company IP, LLC (“Assignor”) is the owner of the United States trademark registrations listed on Schedule A attached hereto (collectively, the “Marks”);

WHEREAS, H Licensing, LLC, a Delaware limited liability company (“Assignee”) having a place of business at 475 Tenth Avenue, 4<sup>th</sup> Floor, New York, New York 10018, is desirous of acquiring the Marks and the goodwill associated therewith;

WHEREAS, Assignor has entered into a certain Asset Purchase Agreement dated December 22, 2014 by and among Assignor, Assignee, and XCel Brands, Inc. (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.

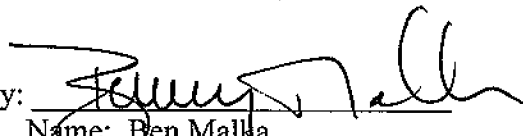
Assignor and Assignee agree that this United States Master Trademark Assignment is subject to the terms and conditions of the Purchase Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignee have signed this Assignment  
this 22 day of December, 2014.

ASSIGNOR:

THE H COMPANY IP, LLC

By:   
Name: Ben Malka  
Title: Chairman & Chief Executive Officer

ASSIGNEE:

H LICENSING, LLC

By: \_\_\_\_\_  
Name: Robert D'Loren  
Title: Chief Executive Officer

IN WITNESS WHEREOF, Assignor and Assignee have signed this Assignment  
this 22 day of December, 2014.


ASSIGNOR:

THE H COMPANY IP, LLC

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

ASSIGNEE:

H LICENSING, LLC

By:  \_\_\_\_\_  
Name: Robert D'Loren  
Title: Chief Executive Officer

# CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

State of California

County of Los Angeles

On December 19, 2014 before me, Dolly K. Wyatt, Notary Public  
(Here insert name and title of the officer)

personally appeared Ben Malka

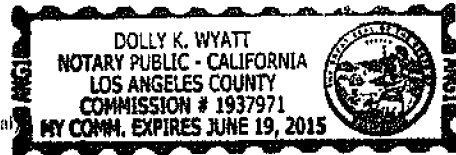
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Dolly K. Wyatt  
Signature of Notary Public

(Notary Seal)



## ADDITIONAL OPTIONAL INFORMATION

<p><b>DESCRIPTION OF THE ATTACHED DOCUMENT</b></p> <p><u>U.S. Master Trademark</u>  <small>(Title or description of attached document)</small></p> <p><u>Assignment</u>  <small>(Title or description of attached document continued)</small></p> <p>Number of Pages <u>2</u> Document Date <u>Dec. 2014</u>  <small>(Additional information)</small></p>
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<p><b>CAPACITY CLAIMED BY THE SIGNER</b></p> <p><input type="checkbox"/> Individual (s)</p> <p><input checked="" type="checkbox"/> Corporate Officer  <u>Chairman &amp; CEO</u>  <small>(Title)</small></p> <p><input type="checkbox"/> Partner(s)</p> <p><input type="checkbox"/> Attorney-in-Fact</p> <p><input type="checkbox"/> Trustee(s)</p> <p><input type="checkbox"/> Other _____</p>
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### INSTRUCTIONS FOR COMPLETING THIS FORM

*Any acknowledgment completed in California must contain verbiage exactly as appears above in the notary section or a separate acknowledgment form must be properly completed and attached to that document. The only exception is if a document is to be recorded outside of California. In such instances, any alternative acknowledgment verbiage as may be printed on such a document so long as the verbiage does not require the notary to do something that is illegal for a notary in California (i.e. certifying the authorized capacity of the signer). Please check the document carefully for proper notarial wording and attach this form if required.*

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they- is /are ) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
  - ✦ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
  - ✦ Indicate title or type of attached document, number of pages and date.
  - ✦ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document

**SCHEDULE A**

**The Marks**

<b>Mark Name</b>	<b>Reg. No.</b>	<b>Owner</b>	<b>Class No.</b>	<b>Goods</b>	<b>Registration Date</b>	<b>Status</b>
H BY HALSTON	4085186	The H Company IP, LLC	18	Handbags; wallets, tote bags; travel bags; all-purpose carrying bags; sports bags; women's handbags, purses, pocketbooks; leather shopping bags; textile shopping bags	Jan. 10, 2012	Registered
H BY HALSTON	3948842	The H Company IP, LLC	25	Footwear	Apr. 19, 2011	Registered

**TRADEMARK**

**REEL: 005441 FRAME: 0634**

**RECORDED: 01/15/2015**