

12/20/2016

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**TRADEMARK ASSIGNMENT COVER SHEET**

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM409433

<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		12/19/2016	Corporation: DELAWARE LIMITED LIABILITY COMPANY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	H Licensing, LLC		
<b>Street Address:</b>	1333 Broadway		
<b>Internal Address:</b>	10th 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: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	5088541	H BY HALSTON	
Registration Number:	5082749	H BY HALSTON	
Registration Number:	5082864	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>	One Logan Square		
<b>Address Line 2:</b>	8th Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-6998		
<b>NAME OF SUBMITTER:</b>	David M. Perry		
<b>SIGNATURE:</b>	/David M. Perry/		
<b>DATE SIGNED:</b>	12/19/2016		
<b>Total Attachments: 3</b>			
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*DM 12-21-16*

OP \$90.00 5088541

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**TRADEMARK**  
**REEL: 005941 FRAME: 0365**

**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 1333 Broadway, 10<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.

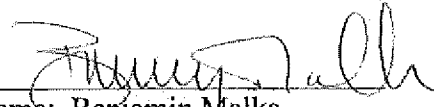
Assignor and Assignee agree that this United States Master Trademark Assignment is subject to the terms and conditions of the Purchase Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignee have signed this Assignment  
as dated below.

ASSIGNOR:

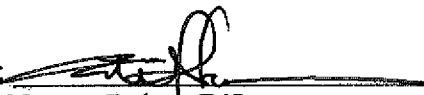
THE H COMPANY IP, LLC

By:   
Name: Benjamin Malka  
Title: Chief Executive Officer

Date: 12-13-2016

ASSIGNEE:

H LICENSING, LLC

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

Date: 12-19-2016

**SCHEDULE A**

**The Marks**

Mark Name	Reg. No.	Owner	Class No.	Goods	Registration Date	Status
H BY HALSTON	5088541	The H Company IP, LLC	25	Clothing, namely, belts, jackets, dresses, coats, sweaters, shirts, pants, slacks, trousers, blouses, skirts, shorts, sweaters, vests, t-shirts, loungewear; knit tops; neckwear; headwear.	November 22, 2016	Registered
H BY HALSTON	5082749	The H Company IP, LLC	14	Timepieces; women's and men's cuff bracelets; costume jewelry; jewelry.	November 15, 2016	Registered
H BY HALSTON	5082664	The H Company IP, LLC	14	Jewelry; Watches.	November 15, 2016	