

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM424531

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The H Company IP, LLC		12/22/2014	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	H Licensing, LLC		
Street Address:	1333 Broadway		
Internal Address:	10th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5102114	H BY HALSTON	
Registration Number:	5106671	H BY HALSTON	
Registration Number:	5102115	H BY HALSTON	
CORRESPONDENCE DATA			
Fax Number:	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>			
Phone:	215-569-5767		
Email:	perry@blankrome.com		
Correspondent Name:	David M. Perry		
Address Line 1:	One Logan Square		
Address Line 2:	8th Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-6998		
NAME OF SUBMITTER:	David M. Perry		
SIGNATURE:	/David M. Perry/		
DATE SIGNED:	04/21/2017		
Total Attachments: 3			
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UNITED STATES 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, 10th 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 Trademark Assignment in connection with 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.

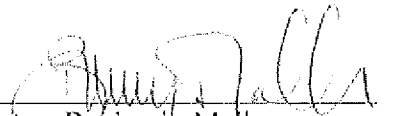
Assignor and Assignee agree that this United States Trademark Assignment is subject to the terms and conditions of the Purchase Agreement.

[Signature Page Follows]

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

ASSIGNOR:

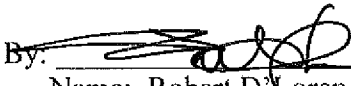
THE H COMPANY IP, LLC

By: 
Name: Benjamin Malka
Title: Chief Executive Officer

Date: 02-21-2017

ASSIGNEE:

H LICENSING, LLC

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

Date: 4/17/17

SCHEDULE A

The Marks

Mark Name	Reg. No.	Owner	Class No.	Goods	Registration Date	Status
H BY HALSTON	5102114	The H Company IP, LLC	9	Eyewear; Sunglasses; Cases for eyeglasses and sunglasses	December 13, 2016	Registered
H BY HALSTON	5106671	The H Company IP, LLC	9	Eyewear; eyeglasses; sunglasses; spectacles; eyeglass, sunglass and spectacle cases	December 10, 2016	Registered
H BY HALSTON	5102115	The H Company IP, LLC	25	Tops; Shirts; Sweaters; Blouses; Bottoms; Pants; Shorts; Trousers; Skirts; Dresses; Caftans; Coats; Jackets; Vests; Blazers; Outerwear, namely, coats made of fur or faux fur; Knitwear, namely, jumpers, knitted skirts, knitted leggings, knitted shorts; T-shirts; Shirt-jackets; Loungewear; Headwear; Scarves; Belts	December 13, 2016	Registered