

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM477428

<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		06/08/2018	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>	
<b>Registration Number:</b>	5464844	H BY HALSTON	
<b>Registration Number:</b>	5464843	H HALSTON	
<b>Registration Number:</b>	5464842	H 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		
<b>NAME OF SUBMITTER:</b>	David M. Perry		
<b>SIGNATURE:</b>	/David M. Perry/		
<b>DATE SIGNED:</b>	06/11/2018		
<b>Total Attachments: 3</b>			
source=20180608 HIP Xcel HBrands Assign 546842 843 844_BM#page1.tif			
source=20180608 HIP Xcel HBrands Assign 546842 843 844_BM#page2.tif			

OP \$90.00 5464844



**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, 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 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:

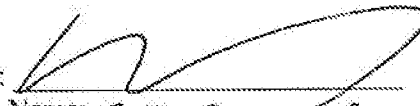
THE H COMPANY IP, LLC

By:   
Name: Benjamin Malka  
Title: Chief Executive Officer

Date: June 8, 2018

ASSIGNEE:

H LICENSING, LLC

By:   
Name: SETH BUNNENS  
Title: EVP

Date: 6/17/2018

**SCHEDULE A**

**The Marks**

Mark Name	Reg. No.	Owner	Class No.	Goods	Registration Date	Status
H BY HALSTON	5464844	The H Company IP, LLC	25	Clothing, namely, leggings, jumpsuits, knit bottoms; footwear	05/08/2018	Registered
H HALSTON	5464843	The H Company IP, LLC	14	Women's cuff bracelets; costume jewelry; jewelry	05/08/2018	Registered
H HALSTON	5464842	The H Company IP, LLC	9	Eyewear; sunglasses; lenses for sunglasses; sunglass frames; eyeglass, sunglass and spectacle cases; related accessories, namely, hard cases for eyewear, soft pouches for eyewear and lens cloths; parts and fittings for eyeglasses, sunglasses and spectacles	05/08/2018	Registered