



To the Honorable Commissioner of Pat

ached original documents or copy hereof.

1. Name of conveying party(ies): Rothmans International Enterprises Limited

100981309

address of receiving party(ies):

Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State England
Other

Name: Dunhill Tobacco of London Limited
Address: 1a St. James's Street
London SW1A 1EF, ENGLAND

Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State England
Other

Additional name(s) of conveying party(ies) attached Yes [X] No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes [X] No*

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
[X] Other Nunc pro tunc assignment effective on October 23, 1993. This is a correction of a recordation recorded on September 13, 1994 at Reel/Frame 1234/047. This was previously characterized as only an 'assignment'.

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached? Yes [X] No

* (previously submitted)

Execution Date:

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s).

784,290 788,956 832,103 431,447 628,944

Additional Numbers attached? Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lawrence E. Apolzon

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

[X] Enclosed
[X] Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

03/04/1999 JSHADAZZ 00000186 784290

01 FC:481 40.00 OP
02 FC:482 100.00 OP

DO NOT USE THIS SPACE

E

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lawrence E. Apolzon

Name of Person Signing

Signature

2/26/99

Date

Total number of pages comprising cover sheet:

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Rothmans International Enterprises Limited

Individual(s) Association
General Partnership Limited Partnership
 Corporation-State England
Other

Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):

Name: Dunhill Tobacco of London Limited

Internal Address: _____

Street Address: 1a St James's Street
London W1A 1EE England

Individual(s) citizenship
Association
General Partnership
Limited Partnership
 Corporation-State England
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & addresses attached?
Yes No

3. Nature of conveyance:

Assignment Merger
Security Agreement Change of Name
Other

Execution Date: September 13, 1994

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional Numbers attached? Yes No

B. Trademark Registration No.(s).

784,290 788,956 832,103 431,447 628,944

Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Laurence E. Apolzon

Internal Address: Weiss David Fross Zelnick & Lehrman, P.C.

Street Address: 633 Third Ave.

City: New York State: NY Zip: 10017

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00

Enclosed
 Authorized to be charged to deposit account
 (Only if total fee is not sufficient)

8. Deposit account number:
23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

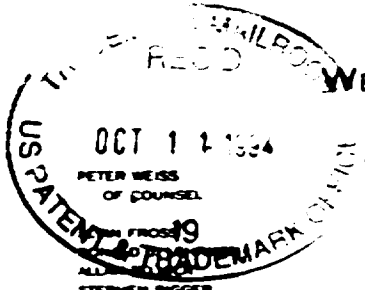
Laurence E. Apolzon
 Name of Person Signing

Laurence E. Apolzon
 Signature

10/16/94
 Date

Total number of pages comprising cover sheet: 40

89185578



WEISS DAWID FROSS ZELNICK & LEHRMAN, P.C.

633 THIRD AVENUE
NEW YORK, N.Y. 10017-6754

TELEPHONE (212) 953-9090
CABLE LEHRMARKS NEWYORK
TELEX WUI 422455 RCA 238674
FACSIMILE (212) 953-1037 (212) 983-0311

PETER WEISS
OF COUNSEL
DAVID FROSS
ALLAN ROSEN
STEPHEN BIGGER
MICHAEL I. DAVIS
ROGER L. ZISSU
RICHARD Z. LEHY
CAROL F. SHIRAN
MARGARET F. GOLDSTEIN
DAVID W. EHRLICH
SUSAN UPTON DOUGLASS
JANET L. HOFFMAN
PETER J. SILVERMAN
LAWRENCE ELI APOLZON
BARBARA A. SOLOMON

LISA PEARSON
ANITA STERN
COUNSEL
GLENN MITCHELL
LAURENCE S. RICLES
MARTIN B. SCHWIMMER
HOWARD H. ROBATNICK
NADINE H. PARKER
JAMES D. SILBERSTEIN
ANDREW H. FREDBECK
TIFFANY D. TRUNNO
GEORGES NANTCHEVANSKY
TERRI D. SILVERS

October 5, 1994

"Express Mail" mailing label number 733 856
Date of Deposit 10/11/94

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 39 CFR 1103 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, DC 20514.

Lawrence E. Apolzon
(Printed name of person depositing paper or fee)

Assistant Commissioner for
Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attn: Assignment Division

Re: Recordal of Assignment against U.S. Trademark
Reg. Nos. 784290, 788956, 832103, 431447, 628944
From: Rothmans International Enterprises Limited
To : Dunhill Tobacco of London Limited
(Our Ref: DUC USA TT-94/5946)

TRADEMARK

REEL 1234 FRAME 48

Dear Sirs:

Please record the enclosed assignment against the above U.S. trademark registrations.

For this purpose we enclose the following:

1. Trademark assignment document
2. Our check in the amount of \$140.00 for filing fees
3. Appointment of domestic representative for each mark
4. Recordation form cover sheet

If the enclosed payment is not correct, please charge any deficiency or credit any overage to our deposit account No. 23-0825-0576900.

We look forward to receiving confirmation that the assignment has been duly recorded.

Respectfully submitted,

Lawrence E. Apolzon
Lawrence E. Apolzon

LEA/PB
Enclosure

TRADE MARK ASSIGNMENT

THIS ASSIGNMENT is made the 23rd day of October 1993 BETWEEN ROTHMANS INTERNATIONAL ENTERPRISES LIMITED (formerly ROTHMANS INTERNATIONAL HOLDINGS (UK) LIMITED, formerly NEW TOBACCO (UK) LIMITED) (hereinafter referred to as the "Assignor"), a company incorporated under the laws of England with offices at 15 Hill Street, London W1X 7FB and DUNHILL TOBACCO OF LONDON LIMITED (formerly DUNHILL CIGARETTES OF LONDON LTD) (hereinafter referred to as the "Assignee"), a company incorporated under the laws of England with offices at 1a St James's Street, London SW1A 1EF.

WHEREAS the Assignor is the proprietor of all right, title and interest in and to the trade marks details of which are set out in the First Schedule hereto (hereinafter referred to as the "Trade Marks")

AND WHEREAS in this Assignment any reference to the "Trade Marks" and any reference to any goodwill or business is limited to the same in so far as they relate to the goods set out in the Second Schedule hereto (hereinafter referred to as "Tobacco Products")

NOW THEREFORE for good and valuable consideration the receipt of which is duly acknowledged:

the Assignor hereby assigns to the Assignee all right, title and interest in and to the Trade Marks including without limitation all registrations and pending applications in relation thereto TOGETHER WITH the goodwill of the business in which the Trade Marks are and/or have been used and the goodwill appurtenant to associated with and symbolised by the Trade Marks and all the rights which the Assignor may have acquired through the use and/or the reputation and/or the registration of any of the Trade Marks by or on behalf of the Assignor and/or predecessors of the Assignor and all rights of use and other benefits and advantages in any manner accruing to the Assignor and/or its predecessors, including without limitation, rights derived by reason of the use reputation and ownership of the Trade Marks which have or are deemed to have vested in or which have or which are deemed to have enured to the benefit of the Assignor.

IN WITNESS WHEREOF the Assignor has executed this assignment this 13th day of September 1994.

TRADE MARK

REEL 1234 FRAME 49

THE FIRST SCHEDULE

<u>Regn. No.</u>	<u>Mark</u>	<u>Class</u>	<u>Goods</u>
784290	ACHIEVEMENT	34	Smoking tobacco
788956	AFTER HOURS	34	Smoking tobacco
832103	CHARATAN	34	Smoking tobacco
431447	OLD RARITY	34	Smoking tobacco
628944	SHERATON	34	Smoking tobacco

THE SECOND SCHEDULE


Tobacco and tobacco products.

RECORDED
TRADE MARK OFFICE

OCT 11 94

REEL 1234 FRAME 50
TRADEMARK

ROTHMANS INTERNATIONAL ENTERPRISES LIMITED
(formerly **ROTHMANS INTERNATIONAL HOLDINGS (UK) LIMITED**)
formerly, **NEW TOBACCO (UK) LIMITED**)

By: 
Name: EL BROOKS
Title: DIRECTOR