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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



04-18-2000

101354839

U.S. Patent & TMO/TM Mail Rcpt Dt. #34

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

4-18-00

1. Name of conveying party(ies):

Republic Tobacco, L.P.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 31, 2000

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

Name: Top Tobacco L.P.

Internal Address: _____

Street Address: 204 Top Tobacco Road

City: Lake Waccamaw State: NC ZIP: 28450

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership Delaware
- Corporation-State _____
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,843,847

1,922,338

Additional numbers attached? Yes No

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

Name: Antony J. McShane

Internal Address: Katten Muchin Zavis

Suite 1600

Street Address: 525 West Monroe Street

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41):..... \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

05/15/2000 DCBATES 00000025 1843847

01 FC:481
02 FC:482

40.00 DP
25.00 DP

DO NOT USE THIS SPACE

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.

Deborah A. Wing
Name of Person Signing

Deborah A. Wing
Signature

4/18/00
Date

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

Whereas Republic Tobacco L.P. ("Assignor"), a Delaware limited partnership, located at 2301 Ravine Way, Glenview, Illinois 60025, has adopted, used and is using in its business in connection with the sale and distribution of smoking tobacco the following trademarks and registrations thereof ("Trademarks"):

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
FOUR ACES	1,843,847	July 5, 1994
CLASSIC CANADIAN	1,922,338	September 26, 1995

Whereas Top Tobacco L.P. ("Assignee"), a Delaware limited partnership, located and doing business at 204 Top Tobacco Road, Lake Waccamaw, North Carolina 28450 is desirous of acquiring said Trademarks.

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Trademarks, together with the goodwill of the business connected with the use of and symbolized by the Trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor sells, assigns and transfers to Assignee the entire right, title, and interest in, to and under the Trademarks, all of which is listed above, together with the goodwill of the business connected with the use of and symbolized by the Trademarks, together with the right to sue for any past infringement of the Trademarks.

REPUBLIC TOBACCO L.P.

By its General Partner, Republic Tobacco
Management Corp.

Date: 3/31/00

By: 

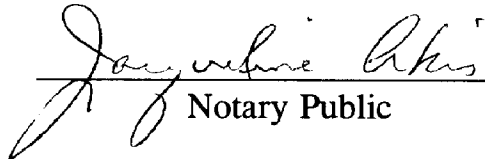
Name: Sgt. I. Gold

Title: Exec. VP

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31ST day of MARCH, 2000, before me appeared the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation with authority to do so.





Notary Public

"Express Mail" mailing label number:

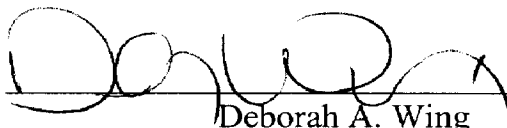
EJ471577424US

Date of Deposit: April 18, 2000

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 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513.

April 18, 2000

Date


Deborah A. Wing

270035

RECORDED: 04/18/2000

TRADEMARK
REEL: 002072 FRAME: 0158