

03-02-2001

KL Ref. No.: 100919-04500

FORM PTO-1594

RECO



U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

101624776

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, please send me attached original documents or copy thereof.

1. Name of conveying party(ies)

United States Tobacco Manufacturing Company, Inc.
100 West Putnam Avenue
Greenwich, CT 06830

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

Additional name(s) of conveying party(ies) attached?

Yes No

2. Name and address of receiving party(ies)

Name: United States Tobacco Manufacturing L.P.

Street Address: 800 Harrison Street

City: Nashville State: TN Zip: 37203

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

3. Nature of conveyance:

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

Execution Date: February 12, 2001

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

A. Trademark Application No.(s) 75/661606

B. Trademark Registration No.(s) 1162990, 521179, 521178,

521829, 1294826, 520387, 1282751, 521180, 520741, 846940, 1052572, 532685, 1337086, 527124, 1331213, 520389, 1052573, 514166, 504609, 1052574, 1249982, 1263135, 1344928, 1275459, 1349913, 520390, 1321178, 561080, 1364829, 1391056, 1598879, 1755638, 1801009, 1820086, 1968742, 1968741, 1968743, 1990200, 1895251, 2086026, 2086020, 2086019, 2264463, 2247534, 2253161, 2350838

Additional numbers attached? Yes No

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

Name: George B. Snyder
Internal Address: Kramer Levin Naftalis & Frankel LLP
Street Address: 919 Third Avenue
City: New York State: New York Zip: 10022-3582

6. Total number of applications and registrations involved 47

7. Total fee (37 CFR 3.41).....\$ 1,190.00

- Enclosed is check # 2760
- Authorized to be charged to deposit account # 50-0540

8. Please charge any additional fee incurred by reason of this submission to deposit account number: 50-0540

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.

Theodore J. Mlynar
Name of Person Signing

Signature

February 20, 2001
Date

Total number of pages including cover sheet, attachments, and document: 13

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

03/02/2001 DBYRNE 00000020 75661606

01 EC:481 40.00 OP
02 EC:482 1150.00 OP

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ASSIGNMENT

WHEREAS, United States Tobacco Manufacturing Company Inc., hereinafter referred to as ASSIGNOR, was as of April 1, 1999, a corporation of the State of Delaware, having its principal offices and place of business at 100 West Putnam Avenue, Greenwich, Connecticut 06830;

WHEREAS, ASSIGNOR, had up to and through April 1, 1999 adopted certain trademarks (the "Trademarks") for its goods;

WHEREAS, ASSIGNOR was the owner as of April 1, 1999 of various United States trademark registrations and registration applications, for a number of the Trademarks, which registrations and applications are listed in Exhibit A attached hereto;

WHEREAS, United States Tobacco Manufacturing L.P. was as of April 1, 1999 and is a limited partnership, having its principal office and place of business at 800 Harrison Street, Nashville, Tennessee 37203, hereinafter referred to as ASSIGNEE, and was and is desirous of having all right, title and interest in and to all of the Trademarks, together with the goodwill of the business with which the Trademarks have been used and are used, which goodwill is symbolized by the Trademarks and all United States trademark registrations and applications for registration of any of the Trademarks;

WHEREAS, the executed instrument annexed herewith as Exhibit B erroneously identifies ASSIGNEE as United States Tobacco Manufacturing Company L.P., and ASSIGNOR and ASSIGNEE desire to correct such error;

WHEREAS, the purpose of this instrument is to confirm the assignment by ASSIGNOR to ASSIGNEE, as successor to ASSIGNOR, on April 1, 1999 of the Trademarks (including without limitation the registrations and applications listed in Exhibit A) and of the business of ASSIGNOR, or that portion of it, to which the Trademarks or any of them pertained;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that, for and in consideration of the sum of \$1.00 and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged by said ASSIGNOR, said ASSIGNOR by these presents, sells, transfers, conveys and assigns effective April 1, 1999 to said ASSIGNEE, and confirms the sale, transfer, conveyance and assignment to said ASSIGNEE on April 1, 1999 of, the entire right, title and interest in and to all of the Trademarks, and the registrations and applications for registration identified in Exhibit A, the right to recover for past infringement of the Trademarks, and the goodwill of the business in which the Trademarks were used or that part of the good will of the business connected with the use of and symbolized by the Trademarks or any of them as of April 1, 1999 (including without limitation the business of ASSIGNOR, or that portion of it, to which the Trademarks or any of them pertained, such as information patented, secret or otherwise necessary for the production of and quality control of goods sold under the Trademarks or any of them).

This instrument hereby supersedes and replaces the instrument of Exhibit B.

UNITED STATES TOBACCO
MANUFACTURING COMPANY INC.

Date: February 12, 2001

By: Alton W. Adams

Name: Alton W. Adams

Title: Senior Vice President

ATTEST:

Date: February 12, 2001

By: Barbara G. Bogue

Name: Barbara G. Bogue

This Assignment is effective as
of the 1st day of April, 1999.

OLD CASE NO.	WBAM NO.	MARK	SERIAL NO.	REGISTRATION NO.	DATE OF REGISTRATION	FILING DATE
503401-8001	KQ91947-00	A PINCH IS ALL IT TAKES	73/214958	1162990	07/28/81	
503401-8018	KQ91947-02	BRUTON (BAND)	71/550865	521179	02/21/50	
503401-8019	KQ91947-03	BRUTON (SHIELD)	71/550864	521178	02/21/50	
503401-8020	KQ91947-04	CARHART'S CHOICE & CC DESIGN	71/550866	521829	03/07/80	
503401-8027	KQ91947-05	COPE	73/183866	1294826	09/11/84	
503401-8028	KQ91947-06	COPENHAGEN (STYLIZED)	71/550867	520387	01/31/50	
503401-8029	KQ91947-07	COPENHAGEN IT SATISFIES	73/422276	1282751	06/19/84	
503401-8036	KQ91947-08	DEVOE SWEET & DESIGN	71/550868	521180	02/21/50	
503401-8037	KQ91947-09	DEVOE'S EAGLE & DESIGN	71/550869	520741	02/07/80	
503401-8074	KQ91947-14	HAPPY DAYS	72/266951	846940	04/02/68	
503401-8075	KQ91947-15	HAPPY DAYS & DESIGN	73/085252	1052572	11/09/76	
503401-8089	KQ91947-16	KEY	71/550871	532685	10/31/50	
503401-8101	KQ91947-17	BANDITS	73/503721	1337086	05/21/85	
503401-8140	KQ91947-18	RED SEAL & DESIGN	71/550874	527124	07/04/50	
503401-8141	KQ91947-19	RED SEAL	73/455495	1331213	04/16/85	
503401-8143	KQ91947-20	RIGHT-CUT (STYLIZED)	71/550875	520389	01/31/50	
503401-8147	KQ91947-21	RIGHT-CUT & DESIGN	73/085253	1052573	11/09/76	
503401-8151	KQ91947-22	ROOSTER & DESIGN	71/550876	514166	08/23/49	
503401-8161	KQ91947-23	SKOAL (BLOCK)	71/531552	504609	12/07/48	
503401-8162	KQ91947-24	SKOAL & DESIGN	73/085255	1052574	11/09/76	

OLD CASE NO.	WBAM NO.	MARK	SERIAL NO.	REGISTRATION NO.	DATE OF REGISTRATION	FILING DATE
503401-8166	KQ91947-25	SKOAL BANDIT	73/340351	1249982	08/30/83	
503401-8169	KQ91947-26	SKOAL BANDIT & DESIGN	73/400820	1263135	01/03/84	
503401-8172	KQ91947-27	SKOAL BANDITS	73/464653	1344928	06/25/85	
503401-8173	KQ91947-28	SKOAL BANDITS SKOAL & DESIGN	73/400819	1275459	04/24/84	
503401-8176	KQ91947-29	SKOAL LONG CUT	73/510774	1349913	07/16/85	
503401-8181	KQ91947-31	STANDARDS & DESIGN	71/550878	520390	01/31/50	
503401-8185	KQ91947-32	TAKE A POUCH INSTEAD OF A PUFF	73/444345	1321178	02/19/85	
503401-8198	KQ91947-33	UST LOGO	71/598132	561080	07/08/52	
503401-8220	KQ91947-37	IT SATISFIES! (STYLIZED)	73/526939	1364829	10/08/85	
503401-8233	KQ91947-38	HAPPY DAYS LONG CUT	73/561077	1391056	04/22/86	
503401-8330	KQ91947-39	CW COPENHAGEN IT SATISFIES	73/729219	1598879	05/20/90	
503401-8383	KQ91947-44	SKOAL KEY	74/285410	1755638	03/02/93	
503401-8520	KQ91947-46	UST AND DESIGN LOGO	74/333351	1801009	10/26/93	
503401-8521	KQ91947-47	W-B CUT AND DESIGN	74/371906	1820086	02/04/94	
503401-8522	KQ91947-48	SKOAL & DESIGN	74/374385	1968742	04/16/96	
503401-8523	KQ91947-49	SKOAL & DESIGN	74/374383	1968741	04/16/96	
503401-8525	KQ91947-51	SKOAL FLAVOR PACKS (RED) & DESIGN	74/374386	1968743	04/16/96	
503401-8526	KQ91947-52	SKOAL FLAVOR PACKS (GREEN) & DESIGN	74/374384	1990200	07/30/96	

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503401-8532	KQ91947-58	SKOAL LONG CUT & DESIGN	74/407649	1895251	05/23/95	
503401-8666	KQ91947-64	COPENHAGEN	75/168555	2086026	08/05/97	
503401-8667	KQ91947-65	SKOAL	75/168434	2086020	08/05/97	
503401-8668	KQ91947-66	COPE	75/168433	2086019	08/05/97	
503401-8689	KQ91947-70	BIGGER CAN, BIGGER TASTE	75/435975	*		02/18/98
503401-8690	KQ91947-71	BIGGER IS ALWAYS BETTER	75/436296	+		02/18/98
503401-8691	KQ91947-72	GRAB THE BIGGER CAN WITH THE BIGGER TASTE	75/436064	x		02/18/98
503401-8692	KQ91947-73	ALWAYS THERE IN A PINCH	75/520654	o		07/17/98
503401-8693	KQ91947-74	SKOAL LONG CUT (STYLIZED)	75/661606			03/16/99

* granted as U.S. Registration No. 2264463 subsequent to 04/01/99

+ granted as U.S. Registration No. 2247534 subsequent to 04/01/99

x granted as U.S. Registration No. 2253161 subsequent to 04/01/99

o granted as U.S. Registration No. 2350838 subsequent to 04/01/99

TRADEMARK
REEL: 2238 FRAME: 0943

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Name: Alton W. Adams
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TRADEMARK

REEL: 2238 FRAME: 0948

RECORDED: 02/20/2001