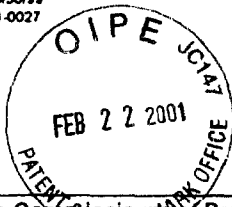


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03-06-2001



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- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name BROWN & WILLIAMSON TOBACCO CORPORATION

01/22/01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name IMPERIAL TOBACCO LIMITED

DBA/AKA/TA _____

Composed of _____

Address (line 1) P.O. BOX 244

Address (line 2) SOUTHVILLE

Address (line 3) BRISTOL

City

ENGLAND

State/Country

BS99 7UJ

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization BRITISH

03/05/2001 JJALLAH2 00000035 816881

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Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

BREWSTER TAYLOR

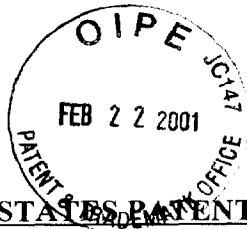
Name of Person Signing



Signature

FEBRUARY 22, 2001

Date Signed



XXII/T03962US0

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Registration of)
)
BROWN & WILLIAMSON)
TOBACCO CORPORATION)
)
 Registration No. 816,881)
)
 Issued: October 18, 1996)
)
 Mark: **HALLMARK**)

DESIGNATION OF DOMESTIC REPRESENTATIVE

IMPERIAL TOBACCO LIMITED, the owner by Assignment of the above-identified mark and registration, hereby designates Larson & Taylor, PLC, which has a postal address of 1199 North Fairfax Street, Suite 900, Alexandria, Virginia 22314, United States of America, its representative upon whom Notices or process in proceedings affecting the registration may be served.

IMPERIAL TOBACCO LIMITED

13 DECEMBER 2000
 (Date)

Richard Hannaford
 (Signature)

RICHARD CHARLES HANNAFORD
 (Print Name)

COMPANY SECRETARY
 (Title)

TRADEMARK ASSIGNMENT

WHEREAS **BROWN & WILLIAMSON TOBACCO CORPORATION**, a Delaware corporation with a principal address at 1500 Brown & Williamson Tower, Louisville, KY 40202, United States of America, (formerly of 1600 West Hill Street, Louisville, Kentucky 40201, United States of America), has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office as follows:

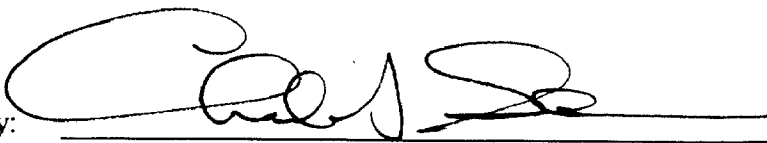
<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>GOODS/SERVICES</u>
HALLMARK	816,881	10/18/96	Cigarettes
HALLMARK	520,353	01/31/50	Cigars, Cigarettes and Cheroots

WHEREAS **IMPERIAL TOBACCO LIMITED**, a British company with a principal mailing address at P.O. Box 244, Southville, Bristol BS99 7UJ, England, is desirous of acquiring said marks and the registrations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said **BROWN & WILLIAMSON TOBACCO CORPORATION** does hereby assign unto the said **IMPERIAL TOBACCO LIMITED** all right, title and interest in and to the said mark together with the good will of the business symbolized by the mark, and the registrations thereof, and together with all rights of action, claims for damages, profits and costs, and all other demands for any sum or sums of money whatsoever which it has or may have either at law or in equity, against any and all persons, firms, corporations or associations by reason of any infringement upon said mark.

IN WITNESS WHEREOF, the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 22nd day of January, 2001.

BROWN & WILLIAMSON TOBACCO CORPORATION

By: 

CHARLES I. SHERMAN
Assistant Secretary

1000193699

RECORDED: 02/22/2001

TRADEMARK
REEL: 002245 FRAME: 0074