

04-13-2001

Attorney's Docket No. I0274/4001 DRW



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

101673911

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

3.30.01

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the : Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Imasco Limited

Corporation of Canada

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

3. Nature of conveyance:

Merger

Execution Date: February 1, 2000

2. Name and address of receiving party(ies)

Name: **Imperial Tobacco Canada Limited**

Street Address: 3810 St. Antoine Street

Montreal, Quebec, CANADA

Corporation of Canada

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes.

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? No.

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2286859

Additional numbers attached? No

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

Name: Douglas R. Wolf

Address: **WOLF, GREENFIELD & SACKS, P.C.**

Federal Reserve Plaza

600 Atlantic Avenue

Boston, MA 02210

6. Total number of applications and registrations

involved:..... [1]

7. Total fee (37 CFR 3.41).....\$ \$40

Enclosed

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.

Douglas R. Wolf

Name

Signature

March 28, 2001

Date

Total number of pages including cover sheet, attachments, and document: [8]

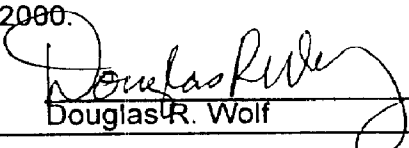
Mail documents to be recorded with required cover sheet information to:
Box Assignment, , Washington, D.C. 20231

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Company : Imperial Tobacco Company Limited
3810 St. Antoine Street
Montreal, Quebec, Canada
a corporation of Canada

CERTIFICATE OF MAILING UNDER 37 CFR §1.8(a)

The undersigned hereby certifies that this document is being placed in the United States mail with first-class postage attached, addressed to Box Assignments, Commissioner of Patents and Trademarks, Washington, D.C. 20231 on the 1st day of November, 2000.



Douglas R. Wolf

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

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Sir:

David Wolf
George L. Greenfield
Stanley Sacks
Edward F. Perlman
Lawrence M. Green
Steven J. Henry
Therese A. Hendricks
Edward R. Gates
William R. McClellan
Ronald J. Kransdorf
M. Lawrence Oliverio
Jason M. Honeyman
Peter C. Lando
James H. Morris

Randy J. Pritzker
Richard F. Giunta
Douglas R. Wolf
Elizabeth R. Plumer
John N. Anastasi
Paul D. Sorkin
Gary S. Engelson
Peter J. Gordon
Timothy J. Oyer
James M. Hanifin, Jr.
Christopher S. Schultz
Helen C. Lockhart
Matthew B. Lowrie
Robert E. Rigby, Jr.

Michael G. Verga
Robert A. Skrivanek, Jr.
Michele J. Young
Ivan D. Zitkovsky
Robert M. Abrahamsen
John C. Gorecki
William G. Gosz
Neil P. Ferraro
Julie A. Beberman
Lisa E. Winsor
Mark Steinberg
Amir Rezaizideh

whose post office address is Wolf, Greenfield & Sacks, P.C., 600 Atlantic Avenue,
Boston, Massachusetts 02210, Telephone (617) 720-3500, are hereby designated
Applicant's representatives upon whom notice or process of proceedings affecting all
applications and registrations may be served.

Imperial Tobacco Company Limited

By: Donald McCarty
Name: Donald McCarty
Title: Vice President, General Counsel
and Secretary



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

Imperial Tobacco Canada Limited -

Imperial Tobacco Canada Limitée

371414-4

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

February 1, 2000 / le 1 février 2000

Date of Amalgamation - Date de fusion

CANADA BUSINESS CORPORATIONS ACT

FORM 9
ARTICLES OF AMALGAMATION
(SECTION 185)

1. Name of amalgamated corporation:

Imperial Tobacco Canada Limited - Imperial Tobacco Canada Limitée

2. The place in Canada where the registered office is to be situated:

City of Montreal, Province of Quebec

3. The classes and any maximum number of shares that the Corporation is authorized to issue:

An unlimited number of common shares.

4. Restrictions if any on share transfers:

No share shall be transferred without either (a) the consent of the directors of the Corporation expressed by a resolution passed by the board of directors or by an instrument or instruments in writing signed by all of such directors, or (b) the consent of the holders of shares to which are attached more than 50% of the voting rights attaching to all shares for the time being outstanding entitled to vote at such time expressed by a resolution passed by such shareholders at a meeting duly called and constituted for that purpose or by an instrument or instruments in writing signed by all of such shareholders.

5. Number (or minimum and maximum number) of directors:

A minimum of 1 and a maximum of 18.

6. Restrictions if any on business the corporation may carry on:

None.

7. Other provisions, if any:

(a) . The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not

more than 50, 2 or more persons who are the joint registered owners of 1 or more shares being counted as 1 shareholder;

- (b) Any invitation to the public to subscribe for any securities of the Corporation is prohibited; and
- (c) The directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

8. The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

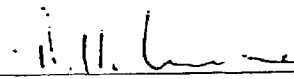
- 183
- 184(1)
- 184(2)

9. Name of the amalgamating corporations:

British American Tobacco (Canada) Limited

Corporation No.: 364478-2

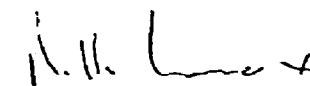
Date: February 1, 2000


 Title: Director

Imasco Limited

Corporation No.: 371413-6

Date: February 1, 2000


 Title: Director

Cop # 371414-4

Filed: Feb 1/00

CANADA

PROVINCE OF ONTARIO

I, Robert Francis Kennedy Mason, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the Municipality of Metropolitan Toronto in the Province of Ontario, do certify that the photostatic reproductions attached hereto as Exhibit "A" are true copies of the Certificate of Amalgamation and Articles of Amalgamation of Imperial Tobacco Canada Limited - Imperial Tobacco Canada Limitée dated February 1, 2000, and that I have carefully compared the said photostatic reproductions with the said original documents.

An act whereof being requested, I have granted the same under my notarial form and seal of office to serve and avail as occasion shall or may arise.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my seal at Toronto, Ontario this 2nd day of February, 2000.

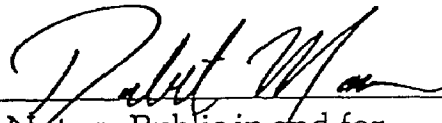

A Notary Public in and for
the Province of Ontario

EXHIBIT "A"
True copy of Document