

5-9-01



TRADEMARK
TM3545-0108;0109;0110;0111;0112;0113;0114T

05-14-2001

MARK OFFICE



101715286

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

May 9, 2001

Sir:

Please record the attached original Assignment:

1. Name of Conveying Party(ies):

RJR-MACDONALD CORP.
1 First Canadian Place, Suite 6000
Toronto, Ontario M5X 1A4 Canada

_____ Individuals _____ Association
_____ General Partnership _____ Limited Partnership
 Corporation - Canada
_____ Other _____

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

JTI-MACDONALD TM CORP.
2455 Ontario Street East
Montreal, Quebec H2K 1W3 Canada

_____ Individuals _____ Association
_____ General Partnership _____ Limited Partnership
 Corporation - Canada
_____ Other _____

3. Nature of Conveyance:

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

05/11/2001 GTON11 00000351 1226117

Q1 FC:481 40.00 OP
Q2 FC:482 150.00 OP

Execution Date: October 8, 1999

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

| | | |
|---------------------------------|------------------|---------------------------|
| EXPORT A | 1,226,117 | February 1, 1983 |
| EXPORT A (& Design) | 2,262,725 | July 20, 1999 |
| EXPORT (Stylized) | 647,682 | July 2, 1957 |
| MISCELLANEOUS DESIGN | 985,337 | June 4, 1974 |
| MACDONALD | 979,279 | February 26, 1974 |
| MACDONALD (& Design) | 1,936,777 | November 21, 1995 |
| SPECIAL EDITION | 1,920,063 | September 19, 1995 |

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

Birch, Stewart, Kolasch & Birch, LLP
P.O. Box 747
Falls Church, Virginia 22040-0747
(703) 205-8000

6. Total number of applications and/or registrations involved: 7

7. X The recording fee in the amount of \$190.00 is enclosed.

8. _____ Please charge Deposit Account No. 02-2448 in the amount of \$_____. A duplicate copy of this request is enclosed.

9. X The commissioner is hereby authorized to charge any fees under 37 CFR 2.6 which may be required, or credit any overpayment to Deposit Account No. 02-2448.

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.

Respectfully submitted,

BIRCH, STEWART, KOLASCH & BIRCH, LLP

By James M. Slattery ^{Reg No. 28,380}
James M. Slattery
Reg. No. 28,380
P.O. Box 747
Falls Church, VA 22040-0747
(703) 250-8000

TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS, AND DOCUMENT: 9

ASSIGNMENT

WHEREAS, RJR-Macdonald Corp., of 1 First Canadian Place, Suite 6000, Toronto, Ontario M5X 1A4, Canada is the owner of the Trademarks listed in the attached Schedule, which are registered in United States Patent and Trademark Office; and

WHEREAS, JTI-Macdonald TM Corp., of 2455 Ontario Street East, Montreal, Quebec H2K 1W3, Canada is desirous of acquiring these Trademarks and the registrations thereof;

NOW THEREFORE for good and valuable consideration, receipt of which is hereby acknowledged, RJR-Macdonald Corp. does hereby assign to JTI-Macdonald TM Corp. all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolised by the Trademarks and the registrations thereof.

Signed effective the 8th day of October 1999.

RJR-Macdonald Corp.

By: 
Vincent F. Bick, Jr.

Title: Attorney-in-Fact

SCHEDULE

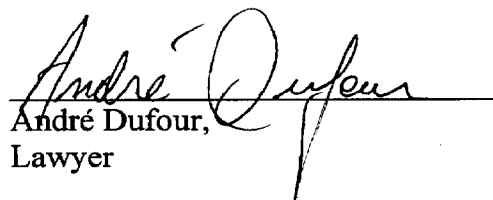
| Mark | Current Registration Number |
|---------------------------------------|------------------------------------|
| EXPORT A | 1226117 |
| EXPORT A AND LABEL DESIGN II | 2,262,725 |
| EXPORT STYLIZED | 647682 |
| LASSIE DEVICE I | 985337 |
| MACDONALD | 979279 |
| MACDONALD AND LABEL DESIGN I | 1936777 |
| MACDONALD EXPORT A WITH LASSIE DEVICE | 1809483 |
| SPECIAL EDITION | 1920063 |

RJR-MACDONALD INC.

(the "Corporation")

The undersigned, André Dufour, Lawyer, hereby certifies that the attached are true copies of the Special Resolution of the Sole Shareholder of RJR-Macdonald Inc. (the "Resolution"), the Memorandum of Association of the Corporation (the "Memorandum"), the Articles of Association of the Corporation (the "Articles") and the Certificate of Continuance, issued to the Corporation under the *Nova Scotia Companies Act* on April 8, 1999, confirming the said Resolution, Memorandum and Articles.

DATED this 29th day of March, 2000.



André Dufour,
Lawyer



Nova Scotia

CERTIFICATE OF CONTINUANCE

Companies Act

Registry Number

1136780

I HEREBY CERTIFY that

RJR-MACDONALD INC.

a subsisting company incorporated under the laws of Canada, has satisfied the Registrar that the provisions of Section 133 of the Nova Scotia Companies Act, R.S.N.S., 1989, and any amendments thereto, have been complied with.

I FURTHER CERTIFY that the aforementioned company is hereby continued in the Province of Nova Scotia effective April 8, 1999.

A handwritten signature in black ink, appearing to be "C. J. [unclear]", written over a horizontal line.

Registrar of Joint Stock Companies

April 8, 1999

Date of Continuance

I HEREBY CERTIFY that this is a true copy
of a document filed in the office of the
Registrar of Joint Stock Companies on the

24th day of April, 1999



Nova Scotia

Kim Perrier
for Registrar of Joint Stock Companies

CERTIFICATE OF AMALGAMATION

Companies Act

Registry Number

3029054

I hereby certify that

3027221 NOVA SCOTIA COMPANY

RJR-MACDONALD INC.

having entered into an amalgamation subsequently approved by Order of the
Supreme Court of Nova Scotia, have amalgamated and the name of the
amalgamated company is:

RJR-MACDONALD CORP.

and the amalgamation is approved by the Registrar of Joint Stock
Companies effective this date and the liability of the members is
unlimited.

Original Signed By :

Deputy Registrar of Joint Stock Companies

April 24, 1999

Date of Amalgamation