

06-03-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 5-29-02
The Royal Bank of Scotland (f/k/a
National Westminster Bank PLC)
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Banking Corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: National Tobacco Company, L.P.
Internal
Address: 7th Floor
Street Address: 257 Park Avenue South
City: New York State: NY Zip: 10010-7304
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest
Execution Date: May 23, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See attached Schedule A

5. Name and address of party to whom correspondence
concerning document should be mailed:
Name: Cynthia L. Stewart
Internal Address: Frost Brown Todd LLC
32nd Floor
Street Address: 400 West Market Street
City: Louisville State: KY Zip: 40202-3362

6. Total number of applications and
registrations involved: 19
7. Total fee (37 CFR 3.41).....\$ 490.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
Attach duplicate copy of this page if paying by deposit account

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.
Cynthia L. Stewart Cynthia L. Stewart 5-29-02
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 5

05/31/2002 LMUELLER 00000218 438344

01 FC:481
02 FC:482

40.00 DP
450.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002516 FRAME: 0978

EXHIBIT A

Schedule of TrademarksNational Tobacco L.P.

Trademark	Registration No. and Date Issued
OPEN BOOK	438,344 April 13, 1948
POLAR (Stylized Letters)	438,345 April 13, 1948
HONEST (Stylized Letters)	438,346 April 13, 1948
BLUE RINGS	439,796 July 20, 1948
BROTHERHOOD (Stylized Letters)	439,799 July 20, 1948
JUST SUITS (Stylized Letters)	501,103 July 20, 1948
RIPPLE (Stylized Letters)	501,105 July 20, 1948
BAGPIPE (Stylized Letters)	501,241 July 27, 1948
GREEN TURTLE	501,533 August 10, 1948
BUZZ (Stylized Letters)	501,688 August 17, 1948
BRANDY & BURLEY	828,688 May 9, 1967
BEECH-NUT	896,764 August 18, 1970
BIG RED	911,726 May 25, 1971
BEECH-NUT and Design	1,208,850 September 14, 1982
BIG RED CHEWING TOBACCO and Design	1,243,062 June 21, 1983
MISCELLANEOUS DESIGN	1,273,038 April 3, 1984
HAVANA BLOSSOM FRESHER & TASTIER and Design	1,358,381 September 3, 1985
TROPHY THE SPORTSMAN'S CHEW	1,879,989 February 21, 1995
"CANADIAN EXPRESS"	1,837,264 May 17, 1994

**RELEASE OF SECURITY INTEREST IN
PATENT, TRADEMARK AND GOODWILL**

THIS RELEASE is made this 23 day of May 2002, by The Royal Bank of Scotland (f/k/a National Westminster Bank PLC (the "Bank")).

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, The Bank hereby unconditionally and expressly releases, terminates and extinguishes, without limitation, any and all of its right, title and interest in and to, and any and all liens and security interests it may have upon, all of the patents and patent applications, including all inventions described and claimed therein and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and all of the trademarks, including all tradenames, applications and registrations therefor, renewals thereof, all income, royalties, rights and goodwill thereto, and all of the license agreements, including the right to prepare for sale, sell and advertise for sale, and any and all other items listed on Exhibit A attached hereto, which liens and security interests were established under and pursuant to the Security Agreement dated as of June 25, 1997, (the "Security Agreement") and recorded in the U.S. Patent and Trademark Office on _____, _____, at Reel _____, Frame _____ (Assignment Division). All obligations and duties under said Security Agreement to the extent they relate solely to the items listed on Exhibit A attached hereto, are hereby released and terminated and The Bank hereby expressly releases and discharges without limitation all claims, demands and causes of action that it may now have or might subsequently accrue to it arising out of or connected with, directly or indirectly, the aforesaid Security Agreement to the extent they relate solely to the items listed on Exhibit A.

This Release shall be binding upon The Bank's legal representatives, assigns and successors.

THE ROYAL BANK OF SCOTLAND
(f/k/a NATIONAL WESTMINSTER BANK PLC)

By Andrew S. Weinberg
Name _____
Title ANDREW S. WEINBERG
SENIOR VICE PRESIDENT

LOUIMDMS/14782.5

National Tobacco Company, L.P.

TRADEMARK
REEL: 002516 FRAME: 0980

ACKNOWLEDGMENT

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

I, Sheila L. Valz, A Notary Public in and for and residing in said County and State, DO HEREBY CERTIFY THAT Andrew A. Weinberg, Sr. Vice President of The Royal Bank of Scotland (f/k/a National Westminster Bank PLC) personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that s/he signed and delivered said instrument as his/her own free and voluntary act, for the uses and purposes therein set forth.

Sheila L. Valz
Notary Public

SHEILA L. VALZ
Notary Public, State of New York
No. 01VA4707755
Qualified in Kings County
Cert. filed in New York Co.
Comm. expires ~~March 30, 19~~
Aug 31, 2005

My Commission Expires:
