

08-07-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): Brown & Williamson Tobacco Corporation

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

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

2. Name and address of receiving party(ies)

Name: BWT Brands, Inc.

Internal Address:

Street Address: 2600 Weaver Road

City: Macon State: GA Zip: 31217

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 01/01/2001

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

A. Trademark Application No.(s) 76/138,912 76/138,762

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Charles I. Sherman

Internal Address: Brown & Williamson

Tobacco Corporation

Street Address: 401 S. Fourth St., Suite 200

City: Louisville State: KY Zip: 40202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

02-4280

(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.

Charles I. Sherman

Name of Person Signing

Signature

Date July 25, 2002

Total number of pages including cover sheet, attachments, and document: 4

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

08/06/2002 6TOM11 00000215 024280 76138912

01 FC:481 40.00 CH 02 FC:482 25.00 CH

TRADEMARK REEL: 002556 FRAME: 0672

ASSIGNMENT

WHEREAS, BROWN & WILLIAMSON TOBACCO CORPORATION, a Delaware corporation having its principal offices at 401 S. Fourth Street, Suite 200, Louisville, Kentucky 40202, has adopted, used, and is using and is the owner of the following trademarks for which applications in the United States Patent and Trademark Office are pending:

<i>Trademark</i>	<i>Application No.</i>	<i>Filed</i>
A STEP IN THE RIGHT DIRECTION	76/138,912	October 2, 2000
TAKE A STEP IN THE RIGHT DIRECTION	76/138,762	October 2, 2000

WHEREAS, BWT BRANDS, INC., a Delaware corporation having its principal offices at 2600 Weaver Road, Macon, Georgia 31217, is desirous of acquiring said trademarks and the applications therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, **BROWN & WILLIAMSON TOBACCO CORPORATION** hereby assigns to **BWT BRANDS, INC.** all right, title and interest in the United States in and to said trademarks and said applications therefor, together with the goodwill of the business symbolized by said trademarks and said applications to register said trademarks. The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to said assignee, **BWT BRANDS, INC.**

Signed at Louisville, Ky, this 25th day of July, 2002.

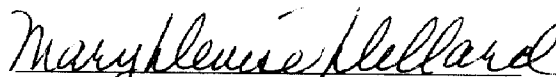
BROWN & WILLIAMSON TOBACCO CORPORATION

By: _____

Charles I. Sherman, Assistant Secretary

Commonwealth of Kentucky)
)
County of Jefferson)

On this 25th day of July, 2002, personally appeared Charles I. Sherman, to me known and known to me to be Assistant Secretary of Brown & Williamson Tobacco Corporation, the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.


Mary Denise Dillard
Notary Public, State at Large, KY

Notary Public, State at Large, KY
My commission expires July 12, 2004