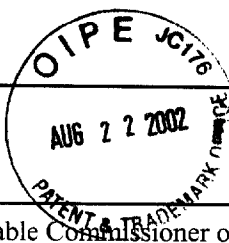


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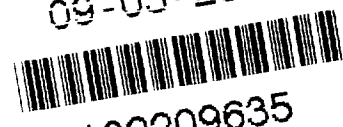
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Express Mail No.

992 US

09-03-2002

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102209635

To the Honorable Commissioner of Patents and Trademarks. Please record this
Box Assignment, Washington, DC

1. Name of conveying party(ies): 08-22-02
**Fortune Brands, Inc., formerly known as
 American Brands, Inc.**

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.
 Street Address: 2600 Weaver Road
 City Macon State Georgia ZIP

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
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Nunc Pro Tunc Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 13, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____
 B. Trademark registration No.(s) 867,815

Additional numbers attached? Yes No

6. Total number of applications
 and registrations involved: 1

5. Name and address of party to whom correspondence
 concerning document should be mailed:
 PENNIE & EDMONDS LLP
 1155 Avenue of the Americas
 New York, NY 10036
 Attn.: Catherine H. Stockell
 File No.: 6206-804-999

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

08/30/2002 DEYRHE 00000192 161150 867815

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.*

Colleen M. Keegan Colleen M. Keegan Aug. 22, 2002
 Name of Person Signing Reg. No. Signature Date

Total number of pages comprising cover sheet: 5

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

TRADEMARK
REEL: 002573 FRAME: 0538 NY2-1346506.1

TRADEMARK ASSIGNMENT

THIS NUNC PRO TUNC TRADEMARK ASSIGNMENT, effective as of December 22, 1994, is by and between FORTUNE BRANDS, INC., formerly known as American Brands, Inc., a Delaware corporation, with a principal place of business at 300 Tower Parkway, Lincolnshire, Illinois ("FORTUNE BRANDS"), and BWT BRANDS, INC., a Delaware corporation, with a principal place of business at 2600 Weaver Road, Macon, Georgia ("BWT");

WHEREAS, as of December 22, 1994, FORTUNE BRANDS sold, transferred and delivered to B.A.T. INDUSTRIES P.L.C., a company incorporated under the law of England ("B.A.T."), the entire right, title and interest in and to all issued and outstanding shares of Common Stock of THE AMERICAN TOBACCO COMPANY, a Delaware corporation ("ATCO"), and ATCO became a wholly owned subsidiary of B.A.T.;

WHEREAS, B.A.T., effective as of March 28, 1995, merged ATCO with and into its wholly owned subsidiary BROWN & WILLIAMSON TOBACCO CORPORATION ("B&W"), and B&W, effective as of January 1, 2001, assigned all of the trademark registrations and applications formerly in the name of ATCO to its wholly owned subsidiary, BWT;

WHEREAS, prior to the sale of ATCO to B.A.T., FORTUNE BRANDS adopted and used the name AMERICAN and two certain stylized Indian Head logos shown on Exhibit A (the "Modern Indian Head Logo") and shown on Exhibit B (the "Powhattan Indian Head Logo") to identify its business and the businesses of its subsidiary corporations;

WHEREAS, prior to the sale of ATCO to B.A.T., ATCO adopted and used the name AMERICAN and the Powhattan Indian Head Logo to identify its business, and the name AMERICAN, the Modern Indian Head Logo and the Powhattan Indian Head Logo as trademarks for various of its tobacco products;

WHEREAS, pursuant to a Co-Existence Agreement, dated as of December 22, 1994 (the "Co-Existence Agreement"), FORTUNE BRANDS and ATCO identified their respective rights to the name AMERICAN and the Modern Indian Head Logo and the Powhattan Indian Head Logo as names and marks for their respective businesses, and, pursuant to the Co-Existence Agreement, FORTUNE BRANDS and ATCO agreed, among other things, that FORTUNE BRANDS and its subsidiaries and successors would no longer use the Modern Indian Head Logo in connection with any tobacco business nor as a trademark for any tobacco products;

WHEREAS, pursuant to the Co-Existence Agreement, FORTUNE BRANDS and ATCO further agreed, among other things, that ATCO should have the right to continue to use the Modern

Indian Head Logo as a trademark for the tobacco products of ATCO and of its subsidiaries and successors without limitation;

WHEREAS, FORTUNE BRANDS is the record owner of Registration No. 867,815, dated April 8, 1969, in the United States Patent and Trademark Office, depicting the Modern Indian Head Logo for "cigarettes"; and

WHEREAS, the parties desire to memorialize further the agreement between FORTUNE BRANDS and B.A.T. as of December 22, 1994, and to effectuate the transfer and the other agreements contemplated thereby and incorporated therein as of the date thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor, FORTUNE BRANDS, INC., formerly known as American Brands, Inc., does hereby sell and assign unto the Assignee, BWT BRANDS, INC., *nunc pro tunc* effective as of December 22, 1994, all right, title and interest in and to Registration No. 867,815, and the trademark shown therein, together with the goodwill of the business connected with and symbolized by said trademark, and together with all the rights for recovery, damages and profits for past infringements, if any.

IN WITNESS WHEREOF, the Assignor, FORTUNE BRANDS, INC., formerly known as American Brands, Inc., has caused this instrument to be executed by its duly authorized corporate officer this 13th day of August, 2002.

**FORTUNE BRANDS, INC., formerly known
as American Brands, Inc.**

By: Mark A. Roche

Name: Mark A. Roche

Title: Senior Vice President, General
Counsel + Secretary

NY2 - 1321052.1

**TRADEMARK
REEL: 002573 FRAME: 0540**

EXHIBIT A



EXHIBIT B

