

3/6/03



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To the Honorable Commissioner of Patents

102381685

ed original documents or copy thereof.

1. Name of conveying party(ies):
 Southpaw Tobacco Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other:
 Additional name(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
 Execution Date: February 18, 2003

2. Name and address of receiving party(ies)
 Name: Homeland Tobacco Corporation
 Internal Address: Suite 700
 Street Address: 888 E. Las Olas Blvd.
 City: Ft. Lauderdale FL State: FL ZIP: 33301
 Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: Florida
 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) and address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 78/101151
 Additional numbers attached? Yes No

B. Trademark No.(s)
 2428644

5. Name and address of party to whom correspondence concerning document should be mailed
 Name: Louis R. Gigliotti, Esq.
 Internal Address: Homeland Tobacco Corp.
 Street Address: 888 E. Las Olas Blvd., Suite 700
 City: Ft. Lauderdale State: FL ZIP: 33301
 Telephone: (954) 459-9991

6. Total number of applications and registrations involved: 2
 7. Total fee (37 CFR 3.41) \$40.00 + \$120.00
 Enclosed
 Authorized to be charged to Deposit Account
 8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

03/11/2003 6TON11 00000043 78101151	DO NOT USE THIS SPACE
01 FC:8521 40.00 DP	
02 FC:8522 25.00 DP	
03 FC:8523 120.00 DP	

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.
 Louis R. Gigliotti
 Date: March 4, 2003

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

Mail documents to be recorded with required cover sheet information to:
Commission of Patents and Trademarks, Box Assignments

ASSIGNMENT OF INTENT TO USE APPLICATION

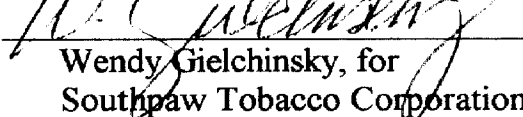
WHEREAS, SOUTHPAW TOBACCO CORPORATION (“Assignor and Applicant”), having and address of 4000 Island Boulevard, Suite 206, North Miami Beach, Florida 33160, is the owner of an Intent-To-Use Application, for the trademark “VICTORY” in International Class 34, identified as U.S. Serial No. 78101151, filed in the United States Patent and Trademark Office, and

WHEREAS, HOMELAND TOBACCO CORPORATION (“Assignee”), with an address of 1605 Dewey Street, Hollywood, Florida 33020, is a corporation of the State of Florida, is desirous of acquiring said mark and application, and this Assignment is part of the purchase by HOMELAND from SOUTHPAW, of the business of the Assignor/Applicant, including the entire business and the portion of the business to which the mark pertains;

Now, Therefore, To Whom It May Concern:

Be it known that for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to them in hand paid, the receipt of which is hereby acknowledged, said Assignor/Applicant, by these presents does sell, assign, and transfer unto the said Assignee the entire right, title, and interest in and to the said trademark, application U.S. Serial No. 78101151, for the mark “VICTORY” including the right to sue for past infringement occurring prior to the execution date of this Assignment to the extent that the mark has been used in commerce, together with the good will of the mark and the business in connection with which the said mark was and/or is used.

Date: February ¹⁸ ~~25~~, 2003.

By: 
Wendy Gielchinsky, for
Southpaw Tobacco Corporation

ASSIGNMENT

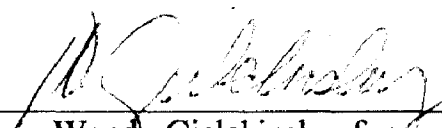
WHEREAS, SOUTHPAW TOBACCO CORPORATION, having and address of 4000 Island Boulevard, Suite 206, North Miami Beach, Florida 33160, has acquired by assignment, which is recorded with the United States Patent and Trademark Office Reel/Frame 002608/0021, the trademark "VICTORY CIGAR", U.S. Registration No. 2428644, registered on the Principal Register, and

WHEREAS, HOMELAND TOBACCO CORPORATION, with an address of 1605 Dewey Street, Hollywood, Florida 33020, is a corporation of the State of Florida, is desirous of acquiring said mark and the associated goodwill of the "VICTORY CIGAR" mark;

Now, Therefore, To Whom It May Concern:

Be it known that for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to them in hand paid, the receipt of which is hereby acknowledged, said Assignor, by these presents does sell, assign, and transfer unto the said Assignee the entire right, title, and interest in and to the said trademark and the registration thereof, U.S. Registration No. 2428644, for the mark "VICTORY CIGAR" including the right to sue for past infringement occurring prior to the execution date of this Assignment, together with the good will of the mark and the business in connection with which the said mark was and/or is used.

Date: February ^{18th} ~~25~~, 2003.

By: 
Wendy Gielchinsky, for
Southpaw Tobacco Corporation