

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
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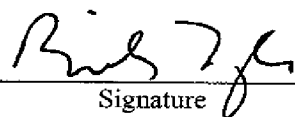
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): <p style="text-align: center;">IMPERIAL TOBACCO LIMITED</p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Company - Country: _____ <input checked="" type="checkbox"/> Other <u>Corporation of Great Britain</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Name: JOHN PLAYER & SONS LIMITED Internal Address: Street Address: P.O. Box 286 City: SOUTH CIRCULAR ROAD Country: DUBLIN 8, IRELAND Zip: <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-Country <u>IRELAND</u> <input type="checkbox"/> Other: _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment.) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: DECEMBER 18, 2003	

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <p style="text-align: center;">816,881 and 2,384,777</p> Additional number(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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5. Name and address of party to whom correspondence concerning document should be mailed: <p style="text-align: center;">Attn.: Brewster Taylor LARSON & TAYLOR, PLC Suite 900 1199 North Fairfax Street Alexandria, Virginia 22314-1437</p>	6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41) \$65 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 12-0555 _____ (Attach duplicate copy of this page if paying by deposit account.)
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DO NOT USE THIS SPACE

9. Statement and signature. <i>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.</i>		
Brewster Taylor _____ Name of Person Signing	 _____ Signature	JANUARY 22, 2004 _____ Date
Total number of pages including cover sheet, attachments, and document: 1		

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

CH \$65.00 120555 0816881

TRADEMARK ASSIGNMENT

WHEREAS **IMPERIAL TOBACCO LIMITED**, a corporation of Great Britain with a principal mailing address at P.O. Box 244, Southville, Bristol BS99 7UJ, England, has adopted, used and is using the marks which are registered in the United States Patent and Trademark Office as follows:

MARK	REG. NO.	REG. DATE	GOODS/SERVICES
HALLMARK	816,881	10/18/96	CIGARETTES
FUSION	2,384,777	9/12/00	TOBACCO WHETHER MANUFACTURED OR UNMANUFACTURED; CIGARETTES, CIGARS, CIGARILLOS, SNUFF; MATCHES AND SMOKERS' ARTICLES, NAMELY LIGHTERS NOT OF PRECIOUS METAL, CIGARETTE FILTERS, CIGARETTE TUBES, CIGARETTE PAPERS, POCKET MACHINES FOR ROLLING CIGARETTES, ASH TRAYS NOT OF PRECIOUS METAL

WHEREAS **JOHN PLAYER & SONS LIMITED**, a corporation of Ireland with a principal mailing address at P.O. Box 286, South Circular Road, Dublin 8, Ireland, is desirous of acquiring said marks and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said **IMPERIAL TOBACCO LIMITED** does hereby assign unto the said **JOHN PLAYER & SONS LIMITED** all right, title and interest in and to the said marks and the registrations thereof together with the good will of the business connected with the use of and symbolized by the marks and together with all rights of action, claims for damages, profits and costs, and all other demands for any sum or sums of money whatsoever which it has or may have either at law or in equity, against any and all persons, firms, corporations or associations by reason of any infringement upon said marks.

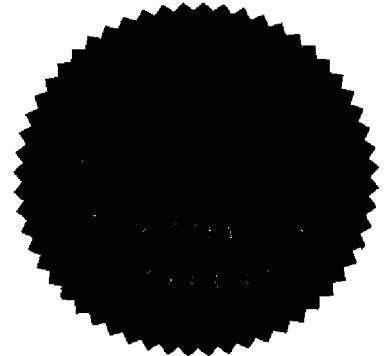
IN WITNESS WHEREOF, the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 18 day of December, 2003.

The Common Seal of Imperial Tobacco Limited was hereunto affixed in the presence of:-

R Dyrbus
Director
ROBERT DYRBUS

Richard Charles Hannaford
Company Secretary

Begin me - And then **ANDREW GREGG**
NOTARY PUBLIC
My faculty endures for so long as I shall practise **QUEEN SQUARE**
BRISTOL
BS1 4JE
Tel: (0117) 9069400



XXII/G000000376

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Registration of)
)
JOHN PLAYER & SONS LIMITED)
)
 Registration No. 816,881)
)
 Issued: October 18, 1996)
)
 Mark: **HALLMARK**)

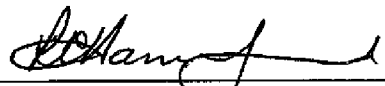
POWER OF ATTORNEY

JOHN PLAYER & SONS LIMITED, the owner by Assignment hereby appoints Marvin Petry and Ross F. Hunt, Jr., each a member of the Bar of the State of Virginia, Douglas E. Jackson and William E. Jackson, each a member of the Bar of the District of Columbia, Brewster Taylor, a member of the Bar of the State of Massachusetts and B. Aaron Schulman, a member of the Bar of the State of Maryland, of the firm of Larson & Taylor, PLC, with offices at 1199 North Fairfax Street, Suite 900, Alexandria, Virginia 22314, its Attorneys to transact all business in the Patent and Trademark Office in connection with the above-identified registration.

DESIGNATION OF DOMESTIC REPRESENTATIVE

Larson & Taylor, PLC, which has a postal address of 1199 North Fairfax Street, Suite 900, Alexandria, Virginia 22314, United States of America, is hereby designated Registrant's representative upon whom Notices or process in proceedings affecting the registration may be served.

JOHN PLAYER & SONS LIMITED



 RICHARD CHARLES HANNAFORD
 Authorized Signatory

18 December 2003
 (Date)

*Respect me -!
 Andrew Gregg*

My faculty endures for so long as I shall practise.



ANDREW GREGG
 NOTARY PUBLIC
 6 QUEEN SQUARE
 BRISTOL

TRADEMARK 4JE

TEL: 002781 FRAME: 00910

XXII/G000000376

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Registration of)
)
JOHN PLAYER & SONS LIMITED)
)
 Registration No. 2,384,777)
)
 Issued: September 12, 2000)
)
 Mark: **FUSION**)

POWER OF ATTORNEY

JOHN PLAYER & SONS LIMITED, the owner, by Assignment hereby appoints Marvin Petry and Ross F. Hunt, Jr., each a member of the Bar of the State of Virginia, Douglas E. Jackson and William E. Jackson, each a member of the Bar of the District of Columbia, Brewster Taylor, a member of the Bar of the State of Massachusetts and B. Aaron Schulman, a member of the Bar of the State of Maryland, of the firm of Larson & Taylor, PLC, with offices at 1199 North Fairfax Street, Suite 900, Alexandria, Virginia 22314, its Attorneys to transact all business in the Patent and Trademark Office in connection with the above-identified registration.

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 (Date)



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 Authorized Signatory

*Before me -
 Andrew Gregg*

My faculty endures for so long as I shall practise.



ANDREW GREGG
 NOTARY PUBLIC
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 BS1 4JE

TRADEMARK 9069400