

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BWT BRANDS, INC. | | 11/07/2004 | CORPORATION: DELAWARE |

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| RECEIVING PARTY DATA | |
| Name: | R.J. REYNOLDS TOBACCO COMPANY |
| Street Address: | 401 NORTH MAIN STREET |
| City: | WINSTON-SALEM |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 27102 |
| Entity Type: | CORPORATION: NORTH CAROLINA |

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| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | Word Mark |
| Serial Number: | 78436240 | FROM BLU RHYTHMS TO NU RHYMES |

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| CORRESPONDENCE DATA | |
| Fax Number: | (336)741-7598 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 336-741-6303 |
| Email: | COFFEYJ@RJRT.COM |
| Correspondent Name: | JOSEPH K. COFFEY |
| Address Line 1: | 401 NORTH MAIN STREET |
| Address Line 4: | WINSTON-SALEM, NORTH CAROLINA 27102 |

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| NAME OF SUBMITTER: | JOSEPH K. COFFEY |
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| Total Attachments: 1 source=agreement#page1.tif |
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CH \$40.00 78436240

ASSIGNMENT

WHEREAS BWT Brands, Inc., a Delaware corporation, residing at 2600 Weaver Road, Macon, Georgia 31217 ("Assignor"), is the owner in the United States of Application No. 78/436240 for the trademark FROM BLU RHYTHMS TO NU RHYMES (hereunder called the "Trademark"); and

WHEREAS R.J. Reynolds Tobacco Company, a North Carolina corporation, residing at 401 North Main Street, Winston-Salem, North Carolina 27102 ("Assignee"), is desirous of acquiring the Trademark;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee all right, title and interest in and to the Trademark together with the goodwill of the business associated with the Trademark. Assignor covenants that it will execute and deliver all such documents and instruments that are needed to record Assignee as the owner of the Trademark.

Assignee hereby accepts the assignment of the Trademark.

IN WITNESS WHEREOF, the parties hereto have caused their respective authorized representatives to execute this Assignment.

BWT BRANDS, INC.

By: Steve J. Derty

Title: President

Date: 11/7/04

R.J. REYNOLDS TOBACCO COMPANY

By: [Signature]
Vice President, Deputy General Counsel
and Secretary

Date: 11-17-04