

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																													
NATURE OF CONVEYANCE:	SECURITY INTEREST																																													
CONVEYING PARTY DATA																																														
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TRADEMARK
REEL: 003217 FRAME: 0302

Registration Number:	1867767	SONOMA
Registration Number:	2905753	USA GOLD
Registration Number:	1903775	USA GOLD
Registration Number:	2032909	WHITETAIL
Registration Number:	741832	
Registration Number:	2242656	NATURAL BLEND
Registration Number:	2258241	NATURAL BLEND
Serial Number:	78671635	Z
Serial Number:	78671622	RHYTHM
Serial Number:	78671618	GREENBRIAR
Serial Number:	78671614	STYX
Serial Number:	78671613	CHARLESTON
Serial Number:	78642565	PIEDMONT
Serial Number:	78641314	CROWN'S

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 819-8753
 Email: trademarkdocket@whitecase.com
 Correspondent Name: Meredith Schorr c/o White & Case LLP
 Address Line 1: 1155 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1849554+27
NAME OF SUBMITTER:	Meredith Schorr
Signature:	/Meredith Schorr/
Date:	12/28/2005

Total Attachments: 8
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, COMMONWEALTH BRANDS, INC., a corporation existing under the laws of Kentucky (the "Grantor") with principal offices at 900 Church Street, Bowling Green, Kentucky, hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, under and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule 1 attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 22, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 22 day of
December, 2005.

COMMONWEALTH BRANDS, INC., Grantor


By: Joe C. Polyz #
Name: JOHN C. POLYZ, II
Title: Chief Executive Officer /
President

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By: _____
Name:
Title:

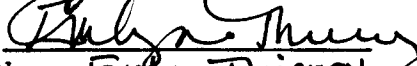
By: _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By: 

Name: Omayra Laucella

Title: Vice President

By: 

Name: Evelyn Thierry

Title: Vice President

STATE OF New York)
COUNTY OF New York) ss.:

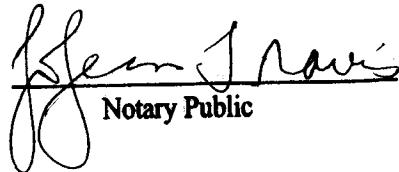
On this ____ day of December, 2005, before me personally came John C. Potting, II
who, being by me duly sworn, did state as follows: that [s]he is Chief Executive Officer of
President
Commonwealth Brands, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of
said corporation and that [s]he did so by authority of the [Board of Directors] of said corporation.

Adam Greenhouse
Notary Public

ADAM GREENHOUSE
Notary Public, State of New York
No. 01GR6109518
Qualified in New York County
Commission Expires May 10, 2008

STATE OF New York
COUNTY OF New York ss:

On this 19th day of DEC., 2005 before me personally came OMAYRA
LANCELLA who, being by me duly sworn, did state as follows: that [s]he is
VICE PRESIDENT of Deutsche Bank Trust Company Americas, that [s]he is authorized to
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of
the Board of Directors of said corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

SCHEDULE 1**U.S. TRADEMARK REGISTRATIONS**

<u>Marks (Registered)</u>	<u>Registration Date</u>	<u>Registration No.</u>
Brahman	August 9, 1994	1,849,554
#Bull Device	March 12, 1968	845,757
#Bull Durham	July 4, 1967	831,334
#Bull Durham & Label with Bull Device	March 24, 1992	1,680,540
Canada Goose Brand	May 10, 1994	1,836,339
Commonwealth	November 1, 1994	1,861,444
Country Value	March 28, 1995	1,886,699
*Malibu	December 8, 1987	1,468,603
*Malibu Thins	April 30, 1968	848,102
Maui	May 17, 1994	1,837,265
Montclair	September 18, 1962	737,762
Montclair and M Design	December 10, 1991	1,667,805
Raven	June 11, 1996	1,979,956
Riviera	February 9, 1960	692,699
Sonoma	December 13, 1994	1,867,767
USA Gold	November 30, 2004	2,905,753
USA Gold (design)	July 4, 1995	1,903,775
Whitetail	January 21, 1997	2,032,909
Winged Horse Design	December 11, 1962	741,832
Natural Blend	May 4, 1999	2,242,656

<u>Marks (Registered)</u>	<u>Registration Date</u>	<u>Registration No.</u>
Natural Blend	June 29, 1999	2,258,241
Z	July 15, 2005	78/671,635
Rhythm	July 15, 2005	78/671,622
Greenbriar	July 15, 2005	78/671,618
Styx	July 15, 2005	78/671,614
Charleston	July 15, 2005	78/671,613
Piedmont	June 2, 2005	78/642,565
Crown's	June 1, 2005	78/641,314