

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2005 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|-----------------------|
| BWT BRANDS, INC. | | 12/19/2005 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------------|
| Name: | GMB, INC. |
| Street Address: | JEFFERSON SQUARE, SUITE A |
| City: | KING |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 27021 |
| Entity Type: | CORPORATION: NORTH CAROLINA |

PROPERTY NUMBERS Total: 165

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------|
| Registration Number: | 0118372 | LUCKY STRIKE |
| Registration Number: | 0130029 | PALL MALL |
| Registration Number: | 0186623 | SIR WALTER RALEIGH |
| Registration Number: | 0233601 | BUGLER |
| Registration Number: | 0233605 | KITE |
| Registration Number: | 0233606 | GOLDEN GRAIN |
| Registration Number: | 0234535 | OLD NORTH STATE |
| Registration Number: | 0247045 | PIPE MAJOR |
| Registration Number: | 0248054 | AVALON |
| Registration Number: | 0271559 | RALEIGH |
| Registration Number: | 0311961 | |
| Registration Number: | 0335113 | LUCKIES |
| Registration Number: | 0366744 | LUCKY STRIKE |

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| Registration Number: | 0404302 | LUCKY STRIKE |
| Registration Number: | 0413816 | L.S./M.F.T. |
| Registration Number: | 0418770 | PALL MALL IN HOC SIGNO VINCES "WHEREVER PARTICULAR PEOPLE CONGREGATE" |
| Registration Number: | 0508538 | KOOL |
| Registration Number: | 0515908 | LIFE |
| Registration Number: | 0612071 | RALEIGH |
| Registration Number: | 0625220 | TAREYTON |
| Registration Number: | 0676595 | |
| Registration Number: | 0685777 | BELAIR |
| Registration Number: | 0747482 | KOOL |
| Registration Number: | 0747488 | SIR WALTER RALEIGH |
| Registration Number: | 0747489 | VICEROY |
| Registration Number: | 0747490 | KOOL |
| Registration Number: | 0748337 | CAPRI |
| Registration Number: | 0748995 | BUGLER |
| Registration Number: | 0748996 | |
| Registration Number: | 0749683 | BELAIR |
| Registration Number: | 0755341 | CARLTON |
| Registration Number: | 0775242 | ACTRON |
| Registration Number: | 0794690 | LONGMEADOW |
| Registration Number: | 0796284 | SAXON |
| Registration Number: | 0796639 | |
| Registration Number: | 0800597 | |
| Registration Number: | 0801695 | COMPASS |
| Registration Number: | 0802127 | |
| Registration Number: | 0802562 | WATERFALL |
| Registration Number: | 0802563 | SHASTA |
| Registration Number: | 0802565 | MILLBROOK |
| Registration Number: | 0802566 | ESSEX |
| Registration Number: | 0802953 | COLDSTREAM |
| Registration Number: | 0803332 | WATERFORD |
| Registration Number: | 0805463 | BRIGHTON |
| Registration Number: | 0805464 | |
| Registration Number: | 0807743 | |

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| Registration Number: | 0807744 | |
| Registration Number: | 0812019 | |
| Registration Number: | 0813315 | BERMUDA |
| Registration Number: | 0813839 | PER ASPERA AD ASTRA IN HOC SIGNO VINCES |
| Registration Number: | 0817270 | CORONET |
| Registration Number: | 0820922 | COLD HARBOR |
| Registration Number: | 0824768 | COLD HARBOR |
| Registration Number: | 0824770 | PALLADIUM |
| Registration Number: | 0824771 | BLONDE |
| Registration Number: | 0826755 | TRAFALGAR |
| Registration Number: | 0828747 | AMERICAN TOBACCO CO. |
| Registration Number: | 0830093 | COLONY |
| Registration Number: | 0831647 | DALTON |
| Registration Number: | 0836212 | |
| Registration Number: | 0843564 | |
| Registration Number: | 0844877 | PEAK |
| Registration Number: | 0845298 | |
| Registration Number: | 0848103 | SILVA THINS |
| Registration Number: | 0848108 | AT EASE |
| Registration Number: | 0852586 | FIFTY FIFTY |
| Registration Number: | 0853062 | FOREST |
| Registration Number: | 0862286 | REWARD |
| Registration Number: | 0864860 | LOVE |
| Registration Number: | 0867815 | A |
| Registration Number: | 0870347 | SAVE |
| Registration Number: | 0874573 | FLAIR |
| Registration Number: | 0874574 | SIERRA |
| Registration Number: | 0874575 | LAREDO |
| Registration Number: | 0878064 | BYRON EAST |
| Registration Number: | 0894015 | |
| Registration Number: | 0948827 | THE AMERICAN TOBACCO COMPANY IN HOC SIGNO VINCES |
| Registration Number: | 0998632 | ADVANCE |
| Registration Number: | 1045032 | |
| Registration Number: | 1045033 | |

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| Registration Number: | 1049175 | |
| Registration Number: | 1052704 | TALL |
| Registration Number: | 1073305 | VICEROY |
| Registration Number: | 1073306 | VICEROY |
| Registration Number: | 1097681 | |
| Registration Number: | 1130547 | FALCON |
| Registration Number: | 1165768 | ACTRON |
| Registration Number: | 1174474 | RALEIGH LIGHTS |
| Registration Number: | 1232113 | BARCLAY |
| Registration Number: | 1378350 | DIAMONDBACK |
| Registration Number: | 1388505 | GPC APPROVED |
| Registration Number: | 1481834 | STEEL DRIVIN' MAN |
| Registration Number: | 1533542 | BELAIR |
| Registration Number: | 1560098 | AMERICAN LIGHTS |
| Registration Number: | 1573726 | MISTY |
| Registration Number: | 1670456 | RALEIGH EXTRA |
| Registration Number: | 1736945 | GPC |
| Registration Number: | 1750333 | KITE |
| Registration Number: | 1793817 | BUGLER |
| Registration Number: | 1798088 | BUGLER |
| Registration Number: | 1801010 | KITE |
| Registration Number: | 1807859 | |
| Registration Number: | 1819152 | CAPRI |
| Registration Number: | 1850012 | CAPRI |
| Registration Number: | 1850827 | |
| Registration Number: | 1935758 | SUMMIT |
| Registration Number: | 1956740 | LUCKY STRIKE |
| Registration Number: | 1980028 | LUCKY STRIKE |
| Registration Number: | 1991615 | LUCKY STRIKE |
| Registration Number: | 2055297 | AN AMERICAN ORIGINAL |
| Registration Number: | 2063372 | MISTY |
| Registration Number: | 2073192 | BARCLAY |
| Registration Number: | 2075031 | AMERICAN |
| Registration Number: | 2120672 | |
| Registration Number: | 2159783 | PRIVATE STOCK AMERICAN VALUE SELECTION |

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| Registration Number: | 2174493 | LUCKY STRIKE IT'S TOASTED LUCKIES AN AMERICAN ORIGINAL FILTERS |
| Registration Number: | 2201403 | GPC |
| Registration Number: | 2210754 | |
| Registration Number: | 2218589 | KOOL |
| Registration Number: | 2271815 | B KOOL |
| Registration Number: | 2284813 | KOOL |
| Registration Number: | 2306049 | |
| Registration Number: | 2309865 | KOOL |
| Registration Number: | 2340349 | KOOL |
| Registration Number: | 2352020 | GPC |
| Registration Number: | 2354051 | TEAM KOOL GREEN |
| Registration Number: | 2365105 | TEAM KOOL GREEN |
| Registration Number: | 2366735 | WOULD YOU RATHER FIGHT THAN SWITCH? |
| Registration Number: | 2384760 | LUCKY STRIKE IT'S TOASTED |
| Registration Number: | 2427378 | C |
| Registration Number: | 2467256 | AMERICAN VALUE SELECTION |
| Registration Number: | 2489027 | |
| Registration Number: | 2492504 | PALL MALL FAMOUS AMERICAN CIGARETTES |
| Registration Number: | 2492505 | PALL MALL |
| Registration Number: | 2506954 | MISTY |
| Registration Number: | 2507494 | CARLTON |
| Registration Number: | 2513091 | ...THE ULTRA ULTRA LIGHT. |
| Registration Number: | 2513404 | HOUSE OF MENTHOL |
| Registration Number: | 2525596 | ISN'T IT TIME YOU STARTED THINKING ABOUT NUMBER ONE? |
| Registration Number: | 2533893 | PALL MALL FAMOUS AMERICAN CIGARETTES |
| Registration Number: | 2535934 | TAREYTON |
| Registration Number: | 2549361 | TAREYTON |
| Registration Number: | 2561731 | THE HOUSE OF MENTHOL |
| Registration Number: | 2578658 | |
| Registration Number: | 2584993 | WE BUILT THE HOUSE OF MENTHOL |
| Registration Number: | 2594776 | ACF ACTIVATED CHARCOAL FILTER |
| Registration Number: | 2599057 | TAKE A STEP IN THE RIGHT DIRECTION |
| Registration Number: | 2602387 | A STEP IN THE RIGHT DIRECTION |
| | | |

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| Registration Number: | 2617994 | |
| Registration Number: | 2637212 | TRIONIC |
| Registration Number: | 2640741 | ALL OF THE TASTE . . . LESS OF THE TOXINS |
| Registration Number: | 2738596 | KOOL THE HOUSE OF MENTHOL |
| Registration Number: | 2789181 | ADVANCE |
| Registration Number: | 2797783 | TAREYTON SMOKERS WOULD RATHER FIGHT THAN SWITCH. |
| Registration Number: | 2902022 | INTERVAL |
| Registration Number: | 2924435 | >< |
| Serial Number: | 78397628 | OPTION |
| Serial Number: | 78397662 | ADVANCE |
| Serial Number: | 78397664 | ADVANCE |
| Serial Number: | 78397669 | GREAT TASTE LESS TOXINS |
| Serial Number: | 78530286 | ROUGH RIDER |
| Serial Number: | 78530288 | ISLAND TRADER |
| Serial Number: | 78591232 | XXXL |
| Serial Number: | 78591233 | XXL |

CORRESPONDENCE DATA

Fax Number: (336)741-7598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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

| | |
|-------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 10781.0426.7 |
| NAME OF SUBMITTER: | JOSEPH K. COFFEY |
| Signature: | /JOSEPH K. COFFEY/ |
| Date: | 01/09/2006 |

Total Attachments: 9
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PLAN AND AGREEMENT OF MERGER

BETWEEN

**BWT BRANDS, INC.,
a Delaware corporation,**

AND

**GMB, INC.,
a North Carolina corporation**

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is made pursuant to Section 55-11-07 of the North Carolina Business Corporation Act (the "Act"), Section 252 of the General Corporation Law of the State of Delaware (the "GCL") and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. This Agreement is entered into as of December 19, 2005, between BWT Brands, Inc., a Delaware corporation, and GMB, Inc., a North Carolina corporation (collectively, the "Constituent Corporations"), as adopted, approved, certified, executed and acknowledged by BWT Brands, Inc. and GMB, Inc., in accordance with the provisions of Section 55-11-07 of the Act, and Section 252(c) of the GCL.

BACKGROUND

The background of this Agreement is as follows:

1. BWT Brands, Inc. is a corporation duly organized and existing under the laws of the State of Delaware, incorporated in Delaware on December 12, 2000. BWT Brands, Inc. maintains its registered office in the State of Delaware at 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801, and its registered agent at such office is The Corporation Trust Company.

2. GMB, Inc. is a corporation duly organized and existing under the laws of the State of North Carolina, was incorporated in North Carolina on May 9, 1996, and maintains

its registered office in the State of North Carolina at 327 Hillsborough Street, Raleigh, Wake County, North Carolina 27601. GMB, Inc.'s registered agent is Corporation Service Company.

3. BWT Brands, Inc. has authorized One Thousand (1,000) shares of common stock, no par value ("BWT Brands, Inc. Common Stock"), of which One Hundred (100) shares have been issued and are currently owned, and are expected to be owned as of the Effective Time of the Merger (as defined below), by R. J. Reynolds Tobacco Company, a North Carolina corporation. No other capital stock has been authorized.

4. GMB, Inc. has authorized One Hundred (100) shares of common stock, no par value ("GMB, Inc. Common Stock"), of which all One Hundred (100) shares have been issued and are currently owned, and are expected to be owned as of the Effective Time of the Merger (as defined below), by FHS, Inc., a Delaware corporation. No other capital stock has been authorized.

5. The Constituent Corporations intend to effect a merger, upon the terms and subject to the conditions herein stated, of BWT Brands, Inc. with and into GMB, Inc. (the "Merger"), pursuant to Section 55-11-07 of the Act and pursuant to Section 252 of the GCL.

6. The Constituent Corporations intend for GMB, Inc. to be the surviving corporation in the Merger and, upon such Merger, for the separate existence of BWT Brands, Inc. to cease and for all outstanding shares of BWT Brands, Inc. Common Stock to be cancelled.

AGREEMENT

NOW, THEREFORE, it is agreed as follows:

PLAN OF MERGER

1. TERMS

1.1 Upon the Effective Time of the Merger (as defined below), BWT Brands, Inc. shall be merged with and into GMB, Inc., and such corporation, the Surviving Corporation, shall be GMB, Inc.

1.2 Upon the Effective Time of the Merger (as defined below), each of the then outstanding shares of BWT Brands, Inc.'s Common Stock, by virtue of the Merger, shall be deemed cancelled as more fully described in Section 4.3 hereof, and the separate existence of BWT Brands, Inc. shall cease.

1.3 The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Act.

1.4 The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Constituent Corporations. All property, real, intangible, personal and mixed, and all debts due on whatever account, including subscriptions to shares, all other choses in action and all and every other interest of or belonging to or due either of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such Merger.

1.5 The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending by or against the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Constituent Corporations. Neither the right of creditors nor any liens upon the property of the Surviving Corporation shall be impaired by such Merger.

2. **EFFECTIVE TIME OF THE MERGER**

2.1 This Agreement shall be submitted for approval to the stockholder entitled to vote thereon of BWT Brands, Inc., as provided by the applicable laws of the States of Delaware and North Carolina. Pursuant to the provisions of Section 4.1 hereof, this Agreement need not be submitted for approval to the stockholder of GMB, Inc., as provided by the applicable laws of the States of Delaware and North Carolina. If this Agreement is adopted and approved by the requisite votes of the BWT Brands, Inc. stockholder, and is not terminated or amended or the Merger is not abandoned as contemplated by Section 5 hereof, a State of Delaware Certificate of Merger, executed, acknowledged and certified in accordance with the laws of the State of Delaware, shall be filed forthwith with the Secretary of State of the State of Delaware and with any other necessary or appropriate governmental authority, and a State of North Carolina Articles of Merger, executed, acknowledged and certified in accordance with the laws of the State of North Carolina, shall be filed forthwith with the Secretary of State of the State of North Carolina and with any other necessary or appropriate governmental authority.

2.2 This Agreement shall be effective in Delaware, North Carolina and other appropriate jurisdictions as of December 31, 2005 at 6:00 p.m. ("Effective Time of the Merger").

3. **COVENANTS AND AGREEMENTS.**

3.1 BWT Brands, Inc. covenants and agrees that it shall present this Agreement for adoption or rejection by vote of its sole stockholder and that BWT Brands, Inc. will furnish to such stockholder such documents and information in connection therewith as is required by law.

3.2 Upon adoption of this Agreement by the sole stockholder of BWT Brands, Inc. in accordance with the provisions of the Act, the Constituent Corporations covenant and agree that they shall cause to be executed and filed and/or recorded any document or documents required by either the laws of the States of Delaware or North Carolina and that they shall cause to be performed all necessary acts within the States of Delaware and North Carolina and elsewhere to effectuate the Merger.

4. **CERTIFICATE OF INCORPORATION AND BYLAWS; CAPITAL.**

4.1 The Articles of Incorporation of GMB, Inc. in effect at the Effective Time of the Merger (as defined above) shall be the articles of incorporation of the surviving corporation.

4.2 The Bylaws of GMB, Inc. in effect at the Effective Time of the Merger shall be the bylaws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

4.3 Upon the Effective Time of the Merger, all of the issued and outstanding shares of BWT Brands, Inc.'s Common Stock shall be deemed cancelled, and each certificate evidencing shares of BWT Brands, Inc.'s Common Stock issued and outstanding immediately prior to the Effective Time of the Merger shall also be deemed cancelled.

4.4 Upon the Effective Time of the Merger, each certificate evidencing shares of GMB, Inc.'s Common Stock issued and outstanding immediately prior to the Effective Time of the Merger shall remain unchanged by the Merger.

5. **AMENDMENT AND TERMINATION.**

5.1 At any time prior to the Effective Time of the Merger, this Agreement may be amended by the boards of directors of either of the Constituent Corporations to the extent permitted by the laws of the States of Delaware and North Carolina, notwithstanding favorable action on the Merger by the stockholders or boards of directors of either of the Constituent Corporations.

5.2 At any time prior to the Effective Time of the Merger, this Agreement may be terminated or amended and the Merger may be abandoned by the boards of directors of either of the Constituent Corporations to the extent permitted by the laws of the States of Delaware and North Carolina, notwithstanding favorable action on the Merger by the stockholders or boards of directors of either of the Constituent Corporations.

6. **AUTHORITY.**

6.1 The officers of the Constituent Corporations or their delegates are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient, to carry out or put into effect any of the provisions of this Agreement or of the Merger provided for herein.

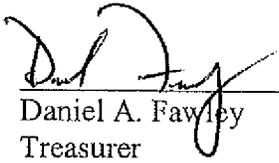
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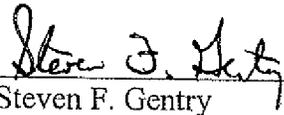
IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be executed, acknowledged, witnessed or attested to, and sealed, all as of the date first above written.

Attest:

BWT BRANDS INC.,
a Delaware corporation



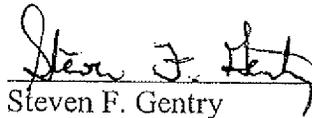
Daniel A. Fawley
Treasurer

By: 

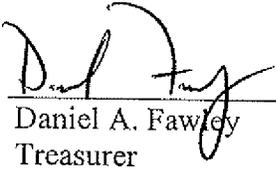
Steven F. Gentry [SEAL]
President

Attest:

GMB, INC.,
a North Carolina corporation



Steven F. Gentry
President

By: 

Daniel A. Fawley [SEAL]
Treasurer

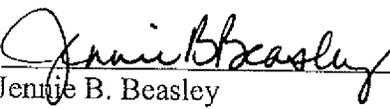
CERTIFICATE OF THE ASSISTANT SECRETARY

OF

GMB, INC.,
a North Carolina corporation

I, Jennie B. Beasley, Assistant Secretary of GMB, Inc., a North Carolina corporation (the "Company"), hereby certify that the Plan and Agreement of Merger to which this certificate is attached was duly adopted and approved pursuant to Section 55-11-03 of the North Carolina Business Corporation Act and Section 252(c) of the General Corporation Law of the State of Delaware, by the Directors of the Company.

The following is my signature and the seal of the Company, as of the 19th day of December, 2005.

By: 
Jennie B. Beasley [SEAL]
Assistant Secretary

Attachment:

Plan and Agreement of Merger

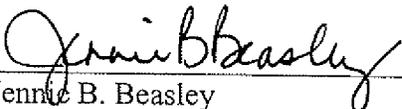
CERTIFICATE OF THE ASSISTANT SECRETARY

OF

**BWT BRANDS, INC.,
a Delaware corporation**

I, Jennie B. Beasley, Assistant Secretary of BWT Brands, Inc., a Delaware corporation (the "Company"), hereby certify that the Plan and Agreement of Merger to which this certificate is attached was duly adopted and approved in accordance with Section 55-11-03 of the North Carolina Business Corporation Act and pursuant to Section 252(c) of the General Corporation Law of the State of Delaware, by the Board of Directors of the Company and by the Sole Stockholder of the Company, R. J. Reynolds Tobacco Company.

The following is my signature and the seal of the Company, as of the 20th day of December, 2005.

By: 
Jennie B. Beasley [SEAL]
Assistant Secretary

Attachment:

Plan and Agreement of Merger