

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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	

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	

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

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

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.

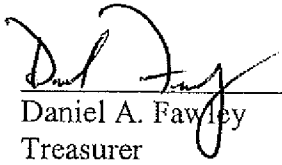
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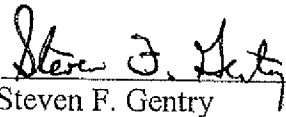
IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be executed, acknowledged, witnessed or attested to, and sealed, all as of the date first above written.

Attest:

BWT BRANDS INC.,
a Delaware corporation



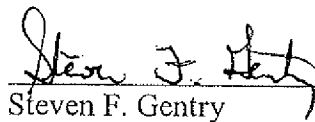
Daniel A. Fawley
Treasurer

By: 

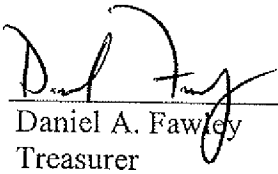
Steven F. Gentry [SEAL]
President

Attest:

GMB, INC.,
a North Carolina corporation



Steven F. Gentry
President

By: 

Daniel A. Fawley [SEAL]
Treasurer

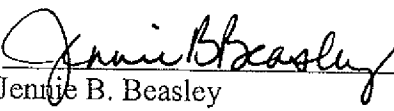
CERTIFICATE OF THE ASSISTANT SECRETARY

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

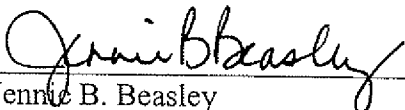
CERTIFICATE OF THE ASSISTANT SECRETARY

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