

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fabrica de Tabacos La Flor de Copan, S.A. de C.V.		10/21/2005	CORPORATION: HONDURAS
RECEIVING PARTY DATA			
Name:	Max Rohr, Inc.		
Street Address:	300 Delaware Avenue		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1888788	SANTA ROSA	
Registration Number:	1150598	DON MELO	
Registration Number:	1148310	ENCANTO	
Registration Number:	2537704	FLOR DE COPAN	
CORRESPONDENCE DATA			
Fax Number:	(203)849-9300		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	203-849-8300		
Email:	lamb@gandb.com		
Correspondent Name:	Charles W. Grimes		
Address Line 1:	Grimes & Battersby, LLP		
Address Line 2:	488 Main Avenue, Suite 300		
Address Line 4:	Norwalk, CONNECTICUT 06851-1008		
ATTORNEY DOCKET NUMBER:	CCA000USN		

OP \$115.00 1888788

NAME OF SUBMITTER:	Charles W. Grimes
Signature:	/Charles W. Grimes/
Date:	04/11/2006
Total Attachments: 4 source=20060411123705476#page1.tif source=20060411123705476#page2.tif source=20060411123705476#page3.tif source=20060411123705476#page4.tif	

ASSIGNMENT

THIS AGREEMENT is entered into this 21 day of **October** , 2005 by and between FABRICA DE TABACOS LA FLOR DE COPAN, S.A. de C.V., a Honduras corporation with offices at Apartado 209, Santa Rosa de Copan, Honduras (“ASSIGNOR”) and MAX ROHR, INC., a Delaware corporation with offices at 300 Delaware Avenue, Wilmington, Delaware, 19801 U.S.A. (“ASSIGNEE”).

WITNESSETH:

WHEREAS, ASSIGNOR is the sole and exclusive owner of the trademark applications and registrations for the marks identified more fully in the attached Schedule A (the “Trademarks”), and further is the sole and exclusive owner of all business goodwill related therewith; and

WHEREAS, ASSIGNEE desires to acquire all rights, title and interest in and to the Trademarks and all business goodwill related therewith;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

Be it known that in consideration of the payment by ASSIGNEE to ASSIGNOR of the sum of ONE DOLLAR (\$1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns and transfers unto ASSIGNEE the full and exclusive entire right, title and interest in and to the

Trademarks, and the business goodwill associated therewith, including, without limitation, all renewals therefor, all proceeds therefor (including, but not limited to, all license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, and the good will of the business associated with and symbolized by the Trademarks.

IN WITNESS THEREOF, this Assignment has been duly executed on this 21 day of October, 2005.

Assignor: FABRICA DE TABACOS LA FLOR DE COPAN, S A de C.V.

By: 

Name: Jorge Alberto Portillo Cordova

Title: General Manager

Assignee: MAX ROHR, INC.

By: 

Name: Margaret Civetta

Title: Director

SCHEDULE A

TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SANTA ROSA	U.S.A.	1,888,788	April 11, 1995
DON MELO	U.S.A.	1,150,598	April 7, 1981
ENCANTO	U.S.A.	1,148,310	March 10, 1981
FLOR DE COPAN	U.S.A.	2,537,704	February 12, 2002

NOTARIAL CERTIFICATION

STATE OF :

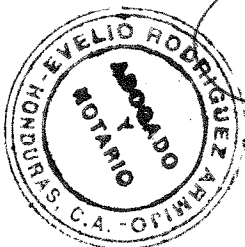
SS.:

COUNTY OF:

COUNTRY: **HONDURAS**

Before me, the undersigned, a Notary Public, on this 21 day of October 2005, personally appeared Jorge A. Portillo, to me known personally, and who being duly sworn, deposes and says that he is the General Manager of Fabrica de Tabacos La Flor De Copan, S.A. de C.V., a Honduras corporation, and that he signed the foregoing instrument in such capacity and that he acknowledges such signing to be the free act and deed of Fabrica de Tabacos La Flor De Copan, S.A. de C.V.

Given by me at 21 October 2005.



[Handwritten Signature]
Evelio Rodriguez Arrijo
Notary Public

NOTARIAL CERTIFICATION

STATE OF: New York

SS.:

COUNTY OF: New York

COUNTRY: United States

On the 6th day of April, 2006 before me personally came Margaret Civetta, to me known as the Director of Max Rohr, Inc., a Corporation of the State of Delaware, with offices at 300 Delaware Avenue, Wilmington, Delaware, 19801, the corporation described in and which executed the attached instrument; and who is known and proved to me to be authorized to sign her name thereto by order of the Board of Directors of said corporation; and who, being duly sworn by me, executed the attached instrument on behalf of said corporation.

Given by me at New York, New York.

[Handwritten Signature]
Notary Public

MARIA HAVELKA
Notary Public, State of New York
No.01HA4637976
Qualified in New York County
Commission Expires August 31, 2008