



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

01-10-2007

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

113.07

1. Name of conveying party(ies):

Vector Tobacco Ltd.

- Individual(s)
- General Partnership
- Corporation- State: \_\_\_\_\_
- Other Foreign Corporation
- Association
- Limited Partnership

Citizenship (see guidelines) Bermuda

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance )/Execution Date(s) :

Execution Date(s) December 29, 2006

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Vector Tobacco Inc.

Internal

Address: Suite 150

Street Address: One Park Drive, P.O. Box 13818

City: Research Triangle Park

State: North Carolina

Country: USA Zip: 27709

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Virginia
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)  
See attached Exhibit A.

B. Trademark Registration No.(s)  
See attached Exhibit B.

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):  
See attached Exhibits A and B.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Victoria Spier Evans

Internal Address: Suite 150

Street Address: One Park Drive, P.O. Box 13818

City: Research Triangle Park

State: North Carolina Zip: 27709

Phone Number: 919-990-3590

Fax Number: 919-990-3505

Email Address: vspierevans@lvbrands.com

6. Total number of applications and registrations involved:

31

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 790.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

0000002 78718785  
40.00 DP  
750.00 DP

9. Signature:

Francis G. Wall  
Signature  
Francis G. Wall  
Name of Person Signing

December 29, 2006  
Date


Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01/10/2007 NJM/ML  
01 FC-6621  
02 FC-16526


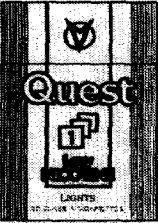

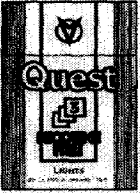

**EXHIBIT A**  
**U.S. TRADEMARK APPLICATIONS**

**ASSIGNED DECEMBER 29, 2006**  
**FROM VECTOR TOBACCO LTD. TO VECTOR TOBACCO INC.**

MARK	APP. NO.	FILING DATE	INTL. CLASS
QUEST	78/718,785	09/22/05	5
QUEST	78/891,393	05/24/06	34
 V DESIGN	78/409,580	04/28/04	36
MONTERA	78/411,476	04/30/04	34
SIMPLE AS 1-2-3	78/181,573	11/04/02	34






**EXHIBIT B**  
**U.S. TRADEMARK REGISTRATIONS**

**ASSIGNED DECEMBER 29, 2006**  
**FROM VECTOR TOBACCO LTD. TO VECTOR TOBACCO INC.**

MARK	REG. NO.	REG. DATE	INTL. CLASS
OMNI	1,159,377	06/30/81	34
QUEST	897,239	08/25/70	34
QUEST 1	2,837,372	04/27/04	34
QUEST 2	2,837,373	04/27/04	34
QUEST 3	2,837,374	04/27/04	34
	2,858,950	06/29/04	34
	2,979,617	07/26/05	34
	2,979,618	07/26/05	34
	2,979,619	07/26/05	34
 (BLUE)	3,038,371	01/31/06	34








**EXHIBIT B**  
**U.S. TRADEMARK REGISTRATIONS**

**ASSIGNED DECEMBER 29, 2006**  
**FROM VECTOR TOBACCO LTD. TO VECTOR TOBACCO INC.**

MARK	REG. NO.	REG. DATE	INTL. CLASS
 (BLUE)	3,086,264	04/25/06	34
 (BLUE)	3,056,373	01/31/06	34
 (GREEN)	3,091,066	05/09/06	34
 (GREEN)	3,091,067	05/09/06	34
 (GREEN)	3,071,883	03/21/06	34
MAKE IT YOUR QUEST	2,782,773	11/11/03	34

**EXHIBIT B**  
**U.S. TRADEMARK REGISTRATIONS**

**ASSIGNED DECEMBER 29, 2006**  
**FROM VECTOR TOBACCO LTD. TO VECTOR TOBACCO INC.**

MARK	REG. NO.	REG. DATE	INTL. CLASS
	2,748,408	08/05/03	34
	2,849,708	06/01/04	34
	2,849,709	06/01/04	34
	2,849,710	06/01/04	34
	3,053,228	01/31/06	34
	3,053,229	01/31/06	34
	3,053,230	01/31/06	34
NICOTINE FREE – SIMPLE AS 1-2-3	2,883,026	09/07/04	34
REDUCED CARCINOGENS. PREMIUM TASTE.	2,696,969	03/18/03	34
STEP TO NICOTINE FREE!	2,875,596	08/17/04	34

## TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of December 29, 2006 by and between VECTOR TOBACCO LTD., a Bermuda company having a place of business at Clarendon House, 2 Church Street, Hamilton, HMCX, Bermuda (hereinafter referred to as "ASSIGNOR"), and VECTOR TOBACCO INC., a Virginia corporation having a place of business at One Park Drive, Suite 150, Research Triangle Park, North Carolina 27709, United States of America (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using (either directly or through a related company or licensee), and is, to the best of its knowledge and belief, the owner of the trademarks listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of certain worldwide trademark registrations and applications relating to the Trademarks listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Registrations and Applications");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademarks and Registrations and Applications worldwide and any other registered or unregistered trademarks owned by ASSIGNOR or used by ASSIGNOR or any of its licensees worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks and Registrations and Applications worldwide and any other registered or unregistered trademarks owned by ASSIGNOR or used by ASSIGNOR or any of its licensees worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademarks set forth in Schedule A;
- (2) the worldwide Registrations and Applications set forth in Schedule B;
- (3) any other registered or unregistered trademarks owned by ASSIGNOR or used anywhere in the world by ASSIGNOR or any of its licensees; and
- (4) ASSIGNOR'S business relating to the foregoing trademarks;

together with the goodwill throughout the world symbolized by said Trademarks, Registrations and Applications, and any other registered or unregistered trademarks owned by ASSIGNOR or used anywhere in the world by ASSIGNOR or any of its licensees, and with any rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to prosecute any claims of infringement or any other causes of action concerning the Trademarks, Registrations and Applications, including the right to prosecute any claims that might have arisen prior to the date of this Assignment, concurrent with the transfer of certain tangible assets as indicia of said goodwill.

VECTOR TOBACCO LTD.

a Bermuda corporation having a place of business at Clarendon House, 2 Church Street, Hamilton, HMCX, Bermuda

By: MB  
Marc N. Bell  
Senior Vice President & General Counsel

STATE OF FLORIDA )  
                                  ) ss.  
COUNTY OF DADE )

On December 29, 2006, before me, Brenda L. Rodriguez, personally appeared Marc N. Bell personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



Brenda L. Rodriguez  
Notary Signature  
Name: Brenda L. Rodriguez  
My commission expires: 12/13/09

Witnessed:  
By: Sherry M. Gorski  
Name: Sherry M. Gorski  
Title: Legal Secretary  
Address: 100 S.E. Second Street, 32nd Fl  
Miami, FL 33131

Witnessed  
By: Mercedes Sotolongo  
Name: MERCEDES SOTOLONGO  
Title: AP Clerk  
Address: 100 SE Second Street  
32nd Floor  
Miami FLA 33131

VECTOR TOBACCO INC.

a Virginia corporation having a place of business at One Park Drive, Suite 150, Research Triangle Park, North Carolina 27709, United States of America

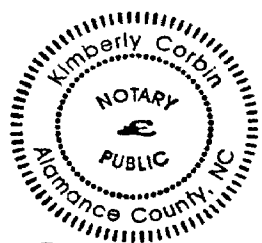
By: *Francis G. Wall*  
 Francis G. Wall  
 Vice President, Finance

STATE OF NORTH CAROLINA )  
 ) ss.  
 COUNTY OF DURHAM )

On December 29, 2006, before me, *Kimberly Corbin*, personally appeared Francis G. Wall personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]



*Kimberly Corbin*  
 Notary Signature  
 Name: *Kimberly Corbin*  
 My commission expires: *January 5, 2008*

Witnessed:

By: *Joan J. Wall*  
 Name: JOAN J. WALL

Title: MANAGER Executive Administration

Address: ONE PARK DRIVE, Ste 150, RTP, NC 27709

Witnessed:

By: *Victoria Spier Evans*  
 Name: VICTORIA SPIER EVANS

Title: CORPORATE COUNSEL

Address: ONE PARK DR., Ste 150, RTP, NC 27709



**Trademarks:**

OMNI  
QUEST

Quest

QUEST 1

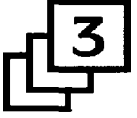
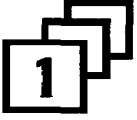
QUEST 2

QUEST 3

QUEST 123

QUEST 321


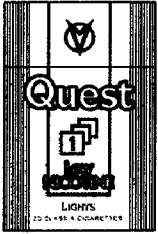
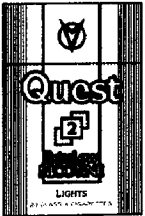
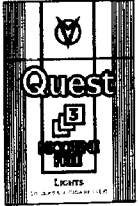









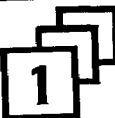







MAKE IT YOUR QUEST  
MISSION  
MONTERA  
NICOTINE FREE – SIMPLE AS 1-2-3  
ONLY OMNI  
OMNI  
REDUCED CARCINOGENS. PREMIUM TASTE.  
SIMPLE AS 1-2-3  
STEP TO NICOTINE FREE!  
TOXBLOC

**SCHEDULE B**


**U.S. Trademark Registrations:**

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OMNI	1,159,377	06/30/81	34
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**U.S. Trademark Applications:**

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 V DESIGN	78/409,580	04/28/04	36
MONTERA	78/411,476	04/30/04	34
SIMPLE AS 1-2-3	78/181,573	11/04/02	34



**Foreign Trademark Registrations/Applications:**






MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
OMNI	Argentina	1878358	07/05/02	34
QUEST	Argentina	2415423	03/03/03	34
QUEST	Australia	936915	12/06/02	34
QUEST 123	Australia	932177	10/28/02	34
QUEST 1	Australia	933501	11/07/02	34
QUEST 2	Australia	933502	11/07/02	34
QUEST 3	Australia	933503	11/07/02	34
	Australia	938383	12/19/02	34
QUEST	Australia	1082036	10/21/05	5
MISSION	Australia	929939	06/05/03	34
OMNI	Australia	360399	05/03/83	34
ONLY OMNI	Australia	928606	05/27/03	34
TOXBLOC	Australia	926417	04/29/03	34
OMNI	Austria	195485	04/19/01	34
QUEST	Austria	215768	02/26/04	34
OMNI	Benelux	373802	05/22/81	34
OMNI	Bolivia	85075-C	09/21/01	34
OMNI	Brazil	823540545	01/29/01	34
QUEST	Brazil	825343542	03/26/03	34
QUEST	Brazil	827879725	10/25/05	5
OMNI	Bulgaria	20497	01/29/92	34
QUEST	Cambodia	18023/03	06/03/03	34


MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
Quest	Cambodia	18243	07/18/03	34
OMNI	Canada	266660	02/19/82	34
QUEST	Canada	1161454	12/06/02	34
QUEST 123	Canada	1156963	10/25/02	34
QUEST 1	Canada	1158430	11/07/02	34
QUEST 2	Canada	1158428	11/07/02	34
QUEST 3	Canada	1158429	11/07/02	34
Quest	Canada	1162936	12/19/02	34
QUEST	Canada	1276719	10/21/05	5
	Canada	1135452	03/27/02	34
OMNI	China	175313	04/15/83	34
QUEST	China	3462730	03/14/04	34
OMNI	Colombia	92298159	08/20/91	34
OMNI	Croatia	Z920554	09/04/92	34
QUEST	Croatia	Z20030203	11/17/03	34
Quest	Croatia	Z20030204	11/17/03	34
OMNI	Czech Republic	176811	01/17/92	34
QUEST	Czech Republic	275099	09/29/05	34
OMNI	Denmark	VR 037571981	11/27/81	34
OMNI	Egypt	56069	06/01/81	34


MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
QUEST	Egypt	157854	03/12/03	34
OMNI	Estonia	35603	01/18/02	34
QUEST	European Community	2965572	03/18/04	34
QUEST 123	European Community	2965218	04/16/04	34
QUEST 321	European Community	3019437	04/07/04	34
QUEST 1	European Community	2965069	04/16/04	34
QUEST 2	European Community	2965374	04/21/04	34
QUEST 3	European Community	2965051	01/16/04	34
	European Community	2983922	02/20/04	34
QUEST	European Community	4667151	10/24/05	5
	European Community	2630481	08/21/03	34
	European Community	3054483	06/17/04	34
	European Community	3054699	04/14/04	34
	European Community	3054665	06/17/04	34
123	European Community	2896777	03/1/04	34
MISSION	European Community	2879765	01/07/04	34
Q321	European Community	2897155	01/21/04	34




MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
TOXBLOC	European Community	2860708	05/26/04	34
OMNI	Finland	222697	12/31/01	34
OMNI	France	1647713	03/01/91	34
OMNI	Germany	1026964	12/17/81	34
OMNI	Greece	69215	12/17/82	34
OMNI	Hong Kong	1801982	05/20/88	34
QUEST	Hong Kong	00058	02/19/03	34
QUEST	Hong Kong	300516735	10/25/05	5
OMNI	Hungary	135146	01/16/92	34
QUEST	Hungary	181122	04/12/05	34
OMNI	Iceland	281982	04/05/82	34
QUEST	India	1190268	05/14/05	34
OMNI	Indonesia	507611	03/09/01	34
QUEST	Indonesia	565905723	03/12/03	34
OMNI	Ireland	98259	07/13/83	34
OMNI	Israel	52209	11/12/84	34
QUEST	Israel	162873	02/20/03	34
QUEST 1	Israel	174505	09/01/04	34
	Israel	174877	09/20/04	34
	Israel	175535	10/13/04	34
OMNI	Italy	473353	03/25/87	34
QUEST	Italy	MI2003C00170	02/21/03	34

MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
QUEST	Japan	4837453	02/04/05	34
QUEST & Katakana characters	Japan	3350485	10/03/97	34
QUEST 123	Japan	4837454	02/04/05	34
QUEST 1	Japan	4837455	02/04/05	34
QUEST 2	Japan	4837456	02/04/05	34
QUEST 3	Japan	4837457	02/04/05	34
	Japan	4837458	02/04/05	34
QUEST	Japan	28482/2006	03/30/06	5
	Japan	4626149	11/29/02	34
	Japan	4703104	08/22/03	34
	Japan	4703105	08/22/03	34
	Japan	4703106	08/22/03	34
OMNI	Japan	1676459	04/20/84	34
OMNI 30's	Japan	2341805	10/30/91	34
OMNI 30's Label	Japan	2341806	10/30/91	34
OMNI BLUE	Japan	2521125	03/31/93	34
ONLY OMNI	Japan	4707117	09/05/03	34
TOXBLOC	Japan	4663618	04/18/03	34
OMNI	Jordan	29708	01/25/92	34
OMNI	Korea	135881	12/30/86	34

MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
QUEST	Korea	0628946	08/23/05	34
QUEST 123	Korea	0628947	08/23/05	34
QUEST 1	Korea	0628948	08/23/05	34
QUEST 2	Korea	0628949	08/23/05	34
QUEST 3	Korea	0628950	08/23/05	34
Quest	Korea	0628951	08/23/05	34
	Korea	561927	10/07/03	34
MISSION	Korea	0578100	03/22/04	34
Q123	Korea	0578099	03/22/04	34
TOXBLOC	Korea	0574536	02/13/04	34
OMNI	Kuwait	13017	12/28/81	34
QUEST	Kyrgyzstan	6847	02/27/04	34
OMNI	Lebanon	70307	11/06/96	34
OMNI	Liechtenstein	12860	7/15/03	34
QUEST	Liechtenstein	12860	07/15/03	34
OMNI	Macedonia	00827	01/22/92	34
QUEST	Macedonia	20030085	02/15/03	34
Quest	Macedonia	20030084	02/14/03	34
OMNI	Malaysia	M/93066	11/24/81	34
QUEST	Malaysia	2003/02548	03/07/03	34

MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
OMNI	Mexico	702670	01/18/01	34
QUEST	Mexico	834843	05/31/04	34
QUEST	Mexico		03/28/06	5
OMNI	Monaco	01.22575	06/08/01	34
QUEST	Monaco	03.23519	04/28/03	34
OMNI	Morocco	79299	11/09/81	34
OMNI	Namibia	810712	07/01/81	34
OMNI	Netherlands	00610	12/03/81	34
OMNI	New Zealand	673880	08/21/03	34
QUEST	New Zealand	673880	08/21/03	34
QUEST	Norway	221298	10/22/03	34
OMNI	Panama	029477	08/06/82	34
OMNI	Paraguay	153204	04/26/82	34
QUEST	Paraguay	274886	12/28/04	34
OMNI	Peru	68793	06/24/87	34
QUEST	Philippines	4-2003-001868	08/05/04	34
OMNI	Poland	76873	01/29/92	34
QUEST	Poland	Z-259444	01/03/03	34
QUEST 123	Poland	Z-259445	01/03/03	34
QUEST 1	Poland	Z-259447	01/03/03	34
QUEST 2	Poland	Z-259373	12/31/02	34
QUEST 3	Poland	Z-259446	01/03/03	34
	Poland	Z-259448	01/03/03	34
OMNI	Portugal	352669	11/27/01	34
OMNI	Qatar	2442	12/22/81	34

MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
OMNI	Romania	18447	02/24/92	34
QUEST	Romania	M200300727	02/13/03	34
OMNI	Russia	110202	01/13/92	34
QUEST	Russia	296928	03/05/03	34
QUEST	Russia	2005727578	10/21/05	5
OMNI	Sabah	S/29021	11/25/81	34
OMNI	Sarawak	SAR/24216	11/25/81	34
OMNI	Saudi Arabia	113/73	02/08/82	34
OMNI	Singapore	T01/00569H	01/11/01	34
QUEST	Singapore	T03/02877F	03/06/03	34
QUEST	Slovakia	211614	02/14/03	34
OMNI	Slovak Republic	175048	01/17/92	34
OMNI	Slovenia	9280043	01/22/92	34
QUEST	Slovenia	2003702011	01/26/04	34
OMNI	South Africa	81/3651	05/27/81	34
QUEST	South Africa	2003/04615	03/19/03	34
OMNI	Spain	2370225	01/11/01	34
OMNI	Sweden	350735	12/07/01	34
OMNI	Switzerland	312.584	01/21/82	34
QUEST	Switzerland	508881	04/01/03	34
OMNI	Taiwan	180370	06/01/82	34
QUEST	Taiwan	01072139	12/01/03	34
OMNI	Thailand	Kor 148442	08/25/82	34
QUEST	Thailand	Kor187148	11/17/03	34
OMNI	Turkey	130653	08/25/81	34
OMNI	Ukraine	32928	01/31/01	34
QUEST	Ukraine	2003032268	03/07/03	34

MARK	COUNTRY	REG/APP NO.	REG/FILING DATE	INTL. CLASS
OMNI	United Kingdom	1154376	05/20/88	34
OMNI	Vietnam	41010	02/05/01	34
QUEST	Vietnam	54619	06/08/04	34
OMNI	Yugoslavia	38800	01/22/92	34
	Yugoslavia	48881	09/07/05	34
QUEST	Yugoslavia	150/03	02/13/03	34