

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM536663

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Reynolds Brands, Inc.		05/31/2019	Corporation: NORTH CAROLINA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	RAI Strategic Holdings, Inc.		
<b>Street Address:</b>	401 N. Main Street		
<b>City:</b>	Winston-Salem		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	27101		
<b>Entity Type:</b>	Corporation: NORTH CAROLINA		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4375004	REVEL	
<b>Registration Number:</b>	4375040	REVEL ARC	
<b>Registration Number:</b>	4375039	REVEL FLEX	
<b>Registration Number:</b>	4375041	REVEL ROUNDS	
<b>Registration Number:</b>	4269869	VELO	
<b>Registration Number:</b>	4269868	VELO ARC	
<b>Registration Number:</b>	4269867	VELO FLEX	
<b>Registration Number:</b>	4375038	VELO ROUNDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3366077500		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	336-607-7300		
<b>Email:</b>	tmadmin@kilpatricktownsend.com		
<b>Correspondent Name:</b>	William M. Bryner		
<b>Address Line 1:</b>	1100 Peachtree Street, Suite 2800		
<b>Address Line 2:</b>	Mailstop: IP Docketing - 22		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>NAME OF SUBMITTER:</b>	William M. Bryner, NC Bar Member		

OP \$215.00 4375004

<b>SIGNATURE:</b>	/William M. Bryner/
<b>DATE SIGNED:</b>	08/15/2019
<b>Total Attachments: 5</b> source=REVEL-VELO Assignment#page1.tif source=REVEL-VELO Assignment#page2.tif source=REVEL-VELO Assignment#page3.tif source=REVEL-VELO Assignment#page4.tif source=REVEL-VELO Assignment#page5.tif	

**TRADEMARK ASSIGNMENT**

**THIS ASSIGNMENT** (the "Assignment") is entered into as of March 1, 2019 (the "Effective Date") by and between **Reynolds Brands, Inc.**, a North Carolina corporation having its principal office and place of business at 401 North Main Street, Winston-Salem, North Carolina, 27101 ("Assignor") and **RAI Strategic Holdings, Inc.**, a North Carolina corporation having its principal office and place of business at 40 I North Main Street, Winston-Salem, North Carolina, 27101 (" Assignee").

**WHEREAS**, ASSIGNOR has adopted, and through its, affiliates, and/or licensees, has used, continues to use, and is the record owner of the trademarks shown in **Schedule 1** (collectively the "Marks");

**WHEREAS**, ASSIGNEE is desirous of acquiring the Marks, together with the goodwill of the business associated with the Marks;

**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in and to the Marks, together with the goodwill of the business symbolized thereby, all common law rights to the Marks, all rights of action accrued and to be accrued under and by virtue thereof, including without limitation the right to sue and recover for past infringement of the Marks and collect the same for its own use and benefit and for the use and benefit of its successors, assigns and legal representative, and all records and files exclusively relating to the Marks.

**IN WITNESS WHEREOF**, ASSIGNOR has executed this Trademark Assignment, effective on the day shown above.

[SIGNATURES ON THE FOLLOWING PAGE]

REYNOLDS BRANDS, INC.

By: Constantine E. Tsipis

Title: Assistant Secretary

Date: 5/30/19

RAI STRATEGIC HOLDINGS, INC.

By: Michael J. Madigan

Title: Secretary

Date: 5/31/19

NOTARIAL ACKNOWLEDGMENT

COUNTRY OF UNITED STATES OF AMERICA

STATE OF NORTH Carolina

COUNTY OF Forsyth

I certify that Constantine E. Tsipis personally appeared before me this day, acknowledging to me that he/she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated.

Witness my hand and official seal, this the 30<sup>th</sup> day of MAY, 2019.

Debra H. Wenzel

Notary Public

My commission expires: March 5, 2020.

DEBRA H. WENZEL  
NOTARY PUBLIC  
FORSYTH COUNTY  
NORTH CAROLINA  
My Commission Expires March 5, 2020

NOTARIAL ACKNOWLEDGMENT

COUNTRY OF UNITED STATES OF AMERICA

STATE OF North Carolina

COUNTY OF Forsyth

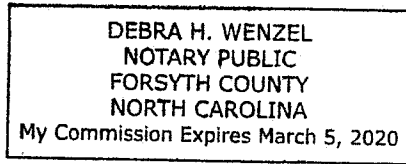
I certify that Michael J. Madigan personally appeared before me this day, acknowledging to me that he/she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated.

Witness my hand and official seal, this the 31<sup>st</sup> day of May, 2019.

Debra H. Wenzel

Notary Public

My commission expires: MARCH 5, 2020.



**SCHEDULE 1**

U.S. Registrations

Country	Mark	Status	Serial No. Filing Date	Reg. No. Reg. Date	Owner	Class/Description
United States of America	REVEL	Registered	85727960 09/13/12	4375004 07/30/13	Reynolds Brands Inc.	34-Tobacco products, namely, tobacco-derived lozenges.
United States of America	REVEL ARC	Registered	85737970 09/25/12	4375040 07/30/13	Reynolds Brands Inc.	34-Tobacco products, namely, tobacco-derived lozenges.
United States of America	REVEL FLEX	Registered	85737966 09/25/12	4375039 07/30/13	Reynolds Brands Inc.	34-Tobacco products, namely, tobacco-derived lozenges.
United States of America	REVEL ROUNDS	Registered	85737973 09/25/12	4375041 07/30/13	Reynolds Brands Inc.	34-Tobacco products, namely, tobacco-derived lozenges.
United States of America	VELO	Registered	85607362 04/25/12	4269869 01/01/13	Reynolds Brands Inc.	34-Smokeless tobacco.
United States of America	VELO ARC	Registered	85607360 04/25/12	4269868 01/01/13	Reynolds Brands Inc.	34-Smokeless tobacco.
United States of America	VELO FLEX	Registered	85607359 04/25/12	4269867 01/01/13	Reynolds Brands Inc.	34-Smokeless tobacco.
United States of America	VELO ROUNDS	Registered	85737962 09/25/12	4375038 07/30/13	Reynolds Brands Inc.	34-Tobacco products, namely, tobacco-derived lozenges.

TRADEMARK